

DEPOMED INC  
Form 8-K  
February 23, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 22, 2012**

**DEPOMED, INC.**

(Exact name of registrant as specified in its charter)

**001-13111**

(Commission File Number)

**California**  
(State or other jurisdiction of  
incorporation)

**94-3229046**  
(I.R.S. Employer Identification No.)

**1360 O Brien Drive, Menlo Park, California 94025**

(Address of principal executive offices, with zip code)

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(650) 462-5900

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 22, 2012, Depomed, Inc. ( Depomed ), Santarus, Inc. ( Santarus ) and Lupin Limited and its subsidiary Lupin Pharmaceuticals, Inc. (collectively, Lupin ) entered into a settlement and license agreement (the Settlement Agreement ) to resolve pending patent litigation involving Glumetza® (extended release metformin tablets) 1000 mg and 500 mg.

The Settlement Agreement grants Lupin the right to begin selling a generic version of Glumetza on February 1, 2016, or earlier under certain circumstances. The Settlement Agreement is subject to review by the U.S. Department of Justice and the Federal Trade Commission, as well as entry by the U.S. District Court for the Northern District of California of an order dismissing the litigation.

The foregoing description of the terms of the Settlement Agreement is qualified in its entirety by reference to the provisions of the Settlement Agreement, which will be filed as an exhibit to Depomed s Quarterly Report on Form 10-Q for the period ending March 31, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**DEPOMED, INC.**

Date: February 22, 2012

By:

/s/ Matthew M. Gosling  
Matthew M. Gosling  
Senior Vice President and General Counsel