

DEPOMED INC  
Form SC 13D/A  
April 05, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 9)<sup>1</sup>

Depomed, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

249908104

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 3, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 249908104

1 NAME OF REPORTING PERSON

STARBOARD VALUE LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES BENEFICIALLY 4,735,295

OWNED BY 8 SHARED VOTING POWER  
EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER  
4,735,295

10 SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,735,295\*

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.5%

14 TYPE OF REPORTING  
PERSON

PN

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
	(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	CAYMAN ISLANDS
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	3,651,714
	8 SHARED VOTING POWER
	- 0 -
	9 SOLE DISPOSITIVE POWER
	3,651,714
	10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,651,714\*

12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11)

5.7%

14 TYPE OF REPORTING  
PERSON

CO

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. 249908104

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY S LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		430,843

8	SHARED VOTING POWER
	- 0 -

9	SOLE DISPOSITIVE POWER
	430,843

10

SHARED  
DISPOSITIVE  
POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

430,843

12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO



CUSIP NO. 249908104

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY C LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER 239,310

8 SHARED VOTING POWER - 0 -

9 SOLE DISPOSITIVE POWER 239,310

10

SHARED  
DISPOSITIVE  
POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

239,310

12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	STARBOARD VALUE R LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7 SOLE VOTING POWER
SHARES BENEFICIALLY	239,310
OWNED BY	8 SHARED VOTING POWER
EACH REPORTING	- 0 -
PERSON WITH	9 SOLE DISPOSITIVE POWER
	239,310
	10 SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

239,310  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

Less than 1%  
14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	STARBOARD VALUE R GP LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7 SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	239,310
8	SHARED VOTING POWER
	- 0 -
9	SOLE DISPOSITIVE POWER
	239,310
10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

239,310

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	STARBOARD VALUE GP LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	4,735,295
OWNED BY EACH REPORTING PERSON WITH	8
	SHARED VOTING POWER
	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	4,735,295
	10
	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,735,295\*

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.5%

14 TYPE OF REPORTING  
PERSON

OO

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.



CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	STARBOARD PRINCIPAL CO LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	4,735,295
OWNED BY EACH REPORTING PERSON WITH	8
	SHARED VOTING POWER
	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	4,735,295
	10
	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,735,295\*

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.5%

14 TYPE OF REPORTING  
PERSON

PN

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	STARBOARD PRINCIPAL CO GP LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	4,735,295
OWNED BY EACH REPORTING PERSON WITH	8
	SHARED VOTING POWER
	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	4,735,295
	10
	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,735,295\*

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.5%

14 TYPE OF REPORTING  
PERSON

OO

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON	
	JEFFREY C. SMITH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		- 0 -
8		SHARED VOTING POWER
		4,735,295
9		SOLE DISPOSITIVE POWER
		- 0 -
10		SHARED DISPOSITIVE POWER

4,735,295  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

4,735,295\*  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.5%  
14 TYPE OF REPORTING  
PERSON

IN

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

11

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON
	MARK R. MITCHELL
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	USA
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8	SOLE VOTING POWER
	- 0 -
9	SHARED VOTING POWER
	4,735,295
10	SOLE DISPOSITIVE POWER
	- 0 -
	SHARED DISPOSITIVE POWER

	4,735,295
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,735,295*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	7.5%
14	TYPE OF REPORTING PERSON
	IN

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.



CUSIP NO. 249908104

1	NAME OF REPORTING PERSON	
	PETER A. FELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		4,735,295
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

	4,735,295
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,735,295*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	7.5%
14	TYPE OF REPORTING PERSON
	IN

\* Includes 194,730 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

CUSIP NO. 249908104

1	NAME OF REPORTING PERSON	
	GAVIN T. MOLINELLI	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		3,252
OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		3,252
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

3,252

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

IN

14

CUSIP NO. 249908104

The following constitutes Amendment No. 9 to the Schedule 13D filed by the undersigned (“Amendment No. 9”). This Amendment No. 9 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC and Starboard C LP and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 3,456,984 Shares beneficially owned by Starboard V&O Fund is approximately \$50,015,287, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contracts providing for the purchase of 194,730 Shares by Starboard V&O Fund is approximately \$3,504,653, excluding commissions. The aggregate purchase price of the 430,843 Shares beneficially owned by Starboard S LLC is approximately \$6,393,502, excluding brokerage commissions. The aggregate purchase price of the 239,310 Shares beneficially owned by Starboard C LP is approximately \$3,484,167, excluding brokerage commissions. The aggregate purchase price of the 413,428 Shares held in the Starboard Value LP Account is approximately \$6,204,115, excluding brokerage commissions. The 3,252 Shares beneficially owned by Mr. Molinelli represent shares that were granted to Mr. Molinelli by the Issuer in his former capacity as a director of the Issuer.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 63,516,077 Shares outstanding, as of March 16, 2018, which is the total number of Shares outstanding as reported in the Issuer’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 27, 2018.

A. Starboard V&O Fund

(a) As of the close of business on April 5, 2018, Starboard V&O Fund beneficially owned 3,651,714 Shares, including 194,730 Shares underlying certain forward purchase contracts.

Percentage: Approximately 5.7%

(b)

1. Sole power to vote or direct vote: 3,651,714
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 3,651,714
4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard V&O Fund since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

15

CUSIP NO. 249908104

B. Starboard S LLC

(a) As of the close of business on April 5, 2018, Starboard S LLC beneficially owned 430,843 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 430,843
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 430,843
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard S LLC since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

C. Starboard C LP

(a) As of the close of business on April 5, 2018, Starboard C LP beneficially owned 239,310 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 239,310
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 239,310
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard C LP since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 239,310 shares owned by Starboard C LP.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 239,310
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 239,310
  4. Shared power to dispose or direct the disposition: 0

(c) Starboard R LP has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of Starboard C LP since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 239,310 shares owned by Starboard C LP.  
Percentage: Less than 1%

CUSIP NO. 249908104

- (b)
1. Sole power to vote or direct vote: 239,310
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 239,310
  4. Shared power to dispose or direct the disposition: 0

Starboard R GP has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the (c) Schedule 13D. The transactions in the Shares on behalf of Starboard C LP since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

F. Starboard Value LP

As of the close of business on April 5, 2018, 413,428 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP and the Starboard Value (a) LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 3,651,714 Shares owned by Starboard V&O Fund, (ii) 430,843 Shares owned by Starboard S LLC, (iii) 239,310 Shares owned by Starboard C LP, and (iv) 413,428 Shares held in the Starboard Value LP Account.  
Percentage: Approximately 7.5%

- (b)
1. Sole power to vote or direct vote: 4,735,295
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,735,295
  4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of (c) each of Starboard V&O Fund, Starboard S LLC and Starboard C LP since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Starboard Value GP

Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) (a) 3,651,714 Shares owned by Starboard V&O Fund, (ii) 430,843 Shares owned by Starboard S LLC, (iii) 239,310 Shares owned by Starboard C LP, and (iv) 413,428 Shares held in the Starboard Value LP Account.  
Percentage: Approximately 7.5%

- (b)
1. Sole power to vote or direct vote: 4,735,295
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,735,295
  4. Shared power to dispose or direct the disposition: 0

Starboard Value GP has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the (c) Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 249908104

H. Principal Co

Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 3,651,714 Shares (a) owned by Starboard V&O Fund, (ii) 430,843 Shares owned by Starboard S LLC, (iii) 239,310 Shares owned by Starboard C LP, and (iv) 413,428 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.5%

- (b)
1. Sole power to vote or direct vote: 4,735,295
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,735,295
  4. Shared power to dispose or direct the disposition: 0

(c) Principal Co has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

I. Principal GP

Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) (a) 3,651,714 Shares owned by Starboard V&O Fund, (ii) 430,843 Shares owned by Starboard S LLC, (iii) 239,310 Shares owned by Starboard C LP, and (iv) 413,428 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.5%

- (b)
1. Sole power to vote or direct vote: 4,735,295
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 4,735,295
  4. Shared power to dispose or direct the disposition: 0

(c) Principal GP has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

J. Messrs. Smith, Mitchell and Feld

Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed (a) the beneficial owner of the (i) 3,651,714 Shares owned by Starboard V&O Fund, (ii) 430,843 Shares owned by Starboard S LLC, (iii) 239,310 Shares owned by Starboard C LP, and (iv) 413,428 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.5%



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- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,735,295
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,735,295

(c) None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account since the filing of Amendment No. 8 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Mr. Molinelli

(a) As of the close of business on April 5, 2018, Mr. Molinelli beneficially owned 3,252 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 3,252
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 3,252
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Molinelli has not entered into any transactions in the Shares since the filing of Amendment No. 8 to the Schedule 13D.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

Each of Starboard V&O Fund, Starboard S LLC and Starboard C LP sold exchange-listed American-style call options on the dates referenced in Schedule A referencing an aggregate of 718,200 Shares, 84,700 Shares and 47,100 Shares, respectively, which have an exercise price of \$7.00 per Share and expire on May 18, 2018.

Starboard Value LP through the Starboard Value LP Account sold in the over the counter market American-style call options on the date referenced in Schedule A referencing an aggregate of 81,300 Shares, which have an exercise price of \$7.00 per Share and expire on May 18, 2018.

As previously disclosed, each of Starboard V&O Fund, Starboard S LLC and Starboard C LP sold exchange-listed American-style call options referencing an aggregate of 1,267,500 Shares, 149,500 Shares and 83,000 Shares, respectively, which have an exercise price of \$8.00 per Share and expire on April 20, 2018.

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As previously disclosed, Starboard Value LP through the Starboard Value LP Account sold in the over the counter market American-style call options referencing an aggregate of 143,500 Shares, which have an exercise price of \$8.00 per Share and expire on April 20, 2018.

As previously disclosed, Starboard V&O Fund entered into forward purchase contracts with Morgan Stanley as the counterparty providing for the purchase of an aggregate of 194,730 Shares (the "Forward Contracts"). The Forward Contracts have a final valuation date of May 11, 2018, however, Starboard V&O Fund has the ability to elect early settlement after serving notice to Morgan Stanley of such intention at least two (2) scheduled trading days in advance of the desired early final valuation date. The Forward Contracts provide for physical settlement. Until the settlement date, the Forward Contracts do not give the Reporting Persons voting and dispositive control over the Shares to which such contracts relate.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 5, 2018

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,  
its investment manager

Starboard Value and Opportunity S LLC

By: Starboard Value LP,  
its manager

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,  
its member

Starboard Value and Opportunity C LP

By: Starboard Value R LP,  
its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,  
its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,  
its general partner

STARBOARD PRINCIPAL CO GP LLC

Starboard Value R GP LLC

STARBOARD VALUE LP

By: Starboard Value GP LLC,  
its general partner

By: /s/ Jeffrey C. Smith

Name: Jeffrey C. Smith

Title: Authorized Signatory

/s/ Jeffrey C. Smith

Jeffrey C. Smith

Individually and as attorney-in-fact for Mark R. Mitchell and Peter A. Feld

/s/ Gavin T. Molinelli

GAVIN T. MOLINELLI

CUSIP NO. 249908104

**SCHEDULE A****Transactions in the Shares Since the Filing of Amendment No. 8 to the Schedule 13D**

<u>Nature of the Transaction</u>	Amount of Shares	Date of
	<u>Purchased/(Sold)</u>	<u>Purchase/Sale</u>

**STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD**

Sale of Common Stock	(16,545)	7.022103/12/2018
Sale of Common Stock	(2,734)	7.022103/12/2018
Sale of Common Stock	(49,636)	7.118503/13/2018
Sale of Common Stock	(8,201)	7.118503/13/2018
Sale of Common Stock	(30,953)	7.238703/14/2018
Sale of Common Stock	(5,114)	7.238703/14/2018
Sale of Common Stock	(5,251)	7.261603/15/2018
Sale of Common Stock	(868)	7.261603/15/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(101,800)	0.400004/03/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(616,400)	0.400004/03/2018

**Starboard Value and Opportunity S LLC**

Sale of Common Stock	(1,952)	7.022103/12/2018
Sale of Common Stock	(323)	7.022103/12/2018
Sale of Common Stock	(5,854)	7.118503/13/2018
Sale of Common Stock	(970)	7.118503/13/2018
Sale of Common Stock	(3,651)	7.238703/14/2018
Sale of Common Stock	(605)	7.238703/14/2018
Sale of Common Stock	(619)	7.261603/15/2018
Sale of Common Stock	(103)	7.261603/15/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(12,000)	0.400004/03/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(72,700)	0.400004/03/2018

**Starboard Value and Opportunity C LP**

Sale of Common Stock	(1,085)	7.022103/12/2018
Sale of Common Stock	(178)	7.022103/12/2018

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Sale of Common Stock (3,256) 7.118503/13/2018

Sale of Common Stock (535) 7.118503/13/2018

Sale of Common Stock (2,030) 7.238703/14/2018

Sale of Common Stock (334) 7.238703/14/2018

Sale of Common Stock	(344)	7.261603/15/2018
Sale of Common Stock	(57)	7.261603/15/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(6,700)	0.400004/03/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(40,400)	0.400004/03/2018

**STARBOARD VALUE LP**

**(Through the Starboard Value LP Account)**

Sale of Common Stock	(2,183)	7.022103/12/2018
Sale of Common Stock	(6,548)	7.118503/13/2018
Sale of Common Stock	(4,083)	7.238703/14/2018
Sale of Common Stock	(693)	7.261603/15/2018
Sale of May 2018 Call Option (\$7 Strike Price)	(81,300)	0.400004/03/2018