

WATSON PHARMACEUTICALS INC

Form 8-K/A

November 05, 2012

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

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

October 31, 2012

**WATSON PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Nevada**  
(State or Other Jurisdiction

**001-13305**  
(Commission

**95-3872914**  
(IRS Employer

of Incorporation)

File Number)

Identification No.)

**Morris Corporate Center III**

**400 Interpace Parkway**

**Parsippany, New Jersey**  
(Address of Principal Executive Offices)

**(862) 261-7000**

**07054**  
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(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:

- 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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**Explanatory Note**

On November 1, 2012, Watson Pharmaceuticals, Inc., a Nevada corporation (Watson or the Company), filed a Current Report on Form 8-K to report, among other items, the completion of the transactions contemplated by that certain Sale and Purchase Agreement (the Purchase Agreement), dated as of April 25, 2012, by and among, Watson, Watson Pharma S.à r.l., a company incorporated in Luxembourg and wholly-owned subsidiary of Watson (the Purchaser), Actavis Acquisition Debt S.à r.l., a company incorporated in Luxembourg (the Vendor), Nitrogen DS Limited, a company incorporated in the British Virgin Islands, Landsbanki Islands hf., a company incorporated in Iceland, ALMC Eignarhaldsfélag ehf., a company incorporated in Iceland, ALMC hf., a company incorporated in Iceland, Argon Management S.à r.l., a company incorporated in Luxembourg, the Managers party thereto and Deutsche Bank AG, London Branch, a branch of a company incorporated under the laws of the Federal Republic of Germany. Pursuant to the Purchase Agreement, the Purchaser acquired (i) the entire issued share capital of Actavis, Inc., Actavis Pharma Holding 4 ehf. and Actavis S.à r.l. (collectively, the Actavis Group), and (ii) all the rights of the Vendor in certain indebtedness of the Actavis Group.

In this Current Report on Form 8-K, the Company is incorporating by reference certain historical and pro forma financial information relating to the acquisition of the Actavis Group.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Actavis Pharma Holding 4 ehf. and Actavis S.à r.l.

The combined/consolidated financial statements of Actavis Pharma Holding 4 ehf. and Actavis S.à r.l. as of December 31, 2011, 2010 and 2009, and for each of the years in the three-year period ended December 31, 2011 and the combined condensed interim financial statements of Actavis Pharma Holding 4 ehf. and Actavis S.à r.l. as of June 30, 2012 and 2011 and for each of the six month interim periods in the two year period ended June 30, 2012 are incorporated by reference in Exhibit 99.1 hereto and herein.

(b) Pro Forma Financial Statements

The unaudited pro forma condensed combined balance sheet of Watson Pharmaceuticals, Inc., as of June 30, 2012, and the unaudited pro forma combined statements of operations of Watson Pharmaceuticals, Inc., for the six months ended June 30, 2012 and for and as of the year ended December 31, 2011 are incorporated by reference in Exhibit 99.2 hereto and herein.

(d) Exhibits:

Exhibit No.	Exhibit
99.1	Actavis Pharma Holding 4 ehf. and Actavis S.à r.l. Audited Combined/Consolidated Financial Statements and Unaudited Combined Condensed Interim Financial Statements (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-3 (File No. 333-184122), filed on September 27, 2012).
99.2	Watson Pharmaceuticals, Inc. Unaudited Pro Forma Combined Financial Information (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-3 (File No. 333-184122), filed on September 27, 2012).

SIGNATURE

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.

Date: November 5, 2012

WATSON PHARMACEUTICALS, INC.

By: /s/ David A. Buchen

Name: David A. Buchen, Esq.

Title: Chief Legal Officer Global

**EXHIBIT INDEX**

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