

WATSON PHARMACEUTICALS INC
Form SC 13G
July 12, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
COLUMBIA LABORATORIES, INC**

**(Name of Issuer)
Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)
197779101**

**(CUSIP Number)
July 2, 2010**

(Date of Event That Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

* 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 the disclosures provided in a prior cover page.

The information required in 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 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. 19779101

1 NAMES OF REPORTING PERSONS
WATSON PHARMACEUTICALS, INC. 95-3872914

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
NEVADA, UNITED STATES

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 11,200,000(1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 11,200,000(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,200,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.3%(2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Shared with the other Reporting Person solely by virtue of the fact that Coventry Acquisition, Inc., the record holder of the Shares, is a direct wholly owned subsidiary of Watson Pharmaceuticals, Inc.

(2) Based on 65,605,866 shares of Common Stock issued and outstanding on May 6, 2010, which is the number of shares of Common Stock represented by the Issuer to be outstanding in its quarterly report on its Form 10-Q filed with the Securities and Exchange Commission on May 6, 2010.

CUSIP No. 19779101

1 NAMES OF REPORTING PERSONS
COVENTRY ACQUISITION, INC.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE, UNITED STATES

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 11,200,000

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 11,200,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,200,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.3%(1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) Based on 65,605,866 shares of Common Stock issued and outstanding on May 6, 2010, which is the number of shares of Common Stock represented by the Issuer to be outstanding in its quarterly report on its Form 10-Q filed with the Securities and Exchange Commission on May 6, 2010.

Item 1(a). Name of Issuer

Columbia Laboratories, Inc., a Delaware corporation

Item 1(b). Address of Issuer's Principal Executive Offices

354 Eisenhower Parkway
Livingston, New Jersey 07039.

Item 2(a). Name of Person(s) Filing

Watson Pharmaceuticals, Inc., a Nevada corporation (Watson)
Coventry Acquisition, Inc., a Delaware corporation (Coventry)

Item 2(b). Address of Principal Business Office, or, if none, Residence

Watson: 311 Bonnie Circle
Corona, California 92880

Coventry: 311 Bonnie Circle
Corona, California 92880

Item 2(c). Citizenship:

Watson: Nevada

Coventry: Delaware

Item 2(d). Title of Class of Securities

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP Number:

197779101

Item 3. If This Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable

Item 4. Ownership.

Watson:

(a) Amount beneficially owned: 11,200,000(1)

(b) Percent of class: 13.3%(2)

(c) Number of shares as to which the person has:

(1) Sole power to vote or to direct the vote: 0

(2) Shared power to vote or to direct the vote: 11,200,000(1)

(3) Sole power to dispose or to direct the disposition of: 0

(4) Shared power to dispose or to direct the disposition of: 11,200,000(1)

Coventry:

(a) Amount beneficially owned: 11,200,000(1)

(b) Percent of class: 13.3%(2)

(c) Number of shares as to which the person has:

(1) Sole power to vote or to direct the vote: 0

(2) Shared power to vote or to direct the vote: 11,200,000(1)

(3) Sole power to dispose or to direct the disposition of: 0

(4) Shared power to dispose or to direct the disposition of: 11,200,000(1)

(1) Shared with the other Reporting Person solely by virtue of the fact that Coventry Acquisition, Inc., the record holder of the Shares, is a direct wholly owned subsidiary of Watson Pharmaceuticals, Inc.

(2) Based on 65,605,866 shares of Common Stock issued and outstanding on May 6, 2010, which is the number of shares of Common Stock represented by the Issuer to be outstanding in its quarterly report on its Form 10-Q filed with the Securities and Exchange Commission on May 6, 2010.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported by the Parent Holding Company or Control Person.

This is a joint filing being made on behalf of the parent company and the subsidiary acquiring the shares. Coventry is a wholly-owned subsidiary of Watson and holds the shares directly.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of the Group.

Not Applicable

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: July 12, 2010

WATSON PHARMACEUTICALS, INC.

a Nevada corporation

By: /s/ David A. Buchen

David A. Buchen

Senior Vice President, General Counsel
and Secretary

Date: July 12, 2010

COVENTRY ACQUISITION, INC.

a Delaware corporation

By: /s/ David A. Buchen

David A. Buchen

Secretary