

MEDICIS PHARMACEUTICAL CORP

Form 425

November 21, 2005

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**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  
November 20, 2005**

Date of Report (Date of earliest event reported)

**Medicis Pharmaceutical Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**0-18443**  
(Commission File Number)

**52-1574808**  
(IRS Employer  
Identification Number)

**8125 North Hayden Road**  
**Scottsdale, Arizona 85258-2463**  
(Address of principal executive offices)(Zip Code)

**(602) 808-8800**  
(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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**Item 8.01 Other Events.**

On November 20, 2005, Medicis Pharmaceutical Corporation ( Medicis ) issued a press release announcing that it had received an unsolicited preliminary non-binding proposal from Mentor Corporation ( Mentor ) pursuant to which Mentor proposed a merger of Medicis and Mentor in a stock-for-stock transaction in which Medicis stockholders would receive 0.62 of a share of Mentor common stock per share of Medicis common stock. The proposal was communicated on November 18, 2005 in a letter from Joshua H. Levine, Mentor 's President and Chief Executive Officer, to Jonah Shacknai, Medicis ' Chairman of the Board, President and Chief Executive Officer. The press release announcing the proposal, including the full text of the proposal letter delivered to Mr. Shacknai, is attached as Exhibit 99.1 to this Current Report and is incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Medicis, dated November 20, 2005.

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**SIGNATURES**

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

Date: November 21, 2005

By: /s/ Mark A. Prygocki, Sr.

Mark A. Prygocki, Sr.  
Executive Vice President, Chief Financial Officer,  
Corporate Secretary and Treasurer