

ENDO PHARMACEUTICALS HOLDINGS INC  
Form 8-K  
March 09, 2006

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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**

Date of Report (Date of Earliest Event Reported): March 8, 2006 (March 8, 2006)

**Endo Pharmaceuticals Holdings Inc.**

(Exact name of registrant as specified in its charter)

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

**001-15989**  
(Commission  
File Number)

**13-4022871**  
(I.R.S. Employer  
Identification No.)

**100 Endo Boulevard, Chadds Ford, PA**  
(Address of principal executive offices)

**19317**  
(Zip Code)

Registrant's telephone number, including area code (610) 558-9800

**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:

.. 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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On March 8, 2006, the Registrant announced that Brian T. Clingen and Michael W. Mitchell have advised the Registrant that they each intend to resign from its board of directors, effective March 15, 2006, to devote more time to their respective current activities. In addition, Michael B. Goldberg and David I. Wahrhaftig, both managing directors of Kelso & Company (a private equity investment firm), also have advised Endo that they also intend to resign from its board of directors effective the same date; these resignations are consistent with Kelso's practice of not having its partners serve on the boards of directors of public companies unless Kelso's level of beneficial stock ownership in the company is significant and warrants such participation. Mr. Clingen was chairman of the audit committee of the Board of Directors. Mr. Wahrhaftig was a member of the compensation committee of the Board of Directors. Mr. Clingen, Mr. Mitchell, Mr. Goldberg and Mr. Wahrhaftig were members of the nominating committee of the Board of Directors. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

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

(a) *Financial Statements of Business Acquired.*  
Not applicable.

(b) *Pro Forma Financial Information.*  
Not applicable.

(c) *Shell Company Transactions*  
Not applicable.

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release of Endo Pharmaceuticals Holdings Inc. dated March 8, 2006.

**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.

ENDO PHARMACEUTICALS HOLDINGS INC.  
(Registrant)

By: /s/ CAROLINE B. MANOGUE  
Name: Caroline B. Manogue  
Title: Executive Vice President,

Chief Legal Officer & Secretary

Dated: March 8, 2006

INDEX TO EXHIBITS

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