

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

FOREST LABORATORIES INC
Form SC 13D
June 17, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. ___) *

Forest Laboratories, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.10
(Title of Class of Securities)

345838106
(CUSIP Number)

Marc Weitzen, Esq.
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 7, 2011
(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 Section 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 Rule 13d-7 for other parties to whom copies are to be sent.

*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).

SCHEDULE 13D

CUSIP No. 345838106

1 NAME OF REPORTING PERSON
High River Limited Partnership

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

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

(b) / /

- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
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
3,979,168 (includes Shares underlying call options. See Item 5)
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
3,979,168 (includes Shares underlying call options. See Item 5)
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,979,168 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.39%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Hopper Investments LLC
- 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 ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
3,979,168 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
3,979,168 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,979,168 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.39%
- 14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Barberry Corp.
- 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 ITEMS
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
0
- 8 SHARED VOTING POWER
3,979,168 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
3,979,168 (includes Shares underlying call options. See Item 5)

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,979,168 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.39%
- 14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund LP
- 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 ITEMS
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
6,582,778 (includes Shares underlying call options. See Item 5)
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
6,582,778 (includes Shares underlying call options. See Item 5)
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,582,778 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.30%
- 14 TYPE OF REPORTING PERSON
PN

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund II LP
- 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 ITEMS
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
2,256,777 (includes Shares underlying call options. See Item 5)
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
2,256,777 (includes Shares underlying call options. See Item 5)
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,256,777 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.79%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Partners Master Fund III LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
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
981,932 (includes Shares underlying call options. See Item 5)
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
981,932 (includes Shares underlying call options. See Item 5)
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
981,932 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.34%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Offshore LP
- 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 ITEMS
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

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

- 0
- 8 SHARED VOTING POWER
9,821,487 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
9,821,487 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,821,487 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.43%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Partners LP
- 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 ITEMS
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
6,095,186 (includes Shares underlying call options. See Item 5)
- 8 SHARED VOTING POWER
0
- 9 SOLE DISPOSITIVE POWER
6,095,186 (includes Shares underlying call options. See Item 5)
- 10 SHARED DISPOSITIVE POWER
0
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,095,186 (includes Shares underlying call options. See Item 5)

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.13%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Onshore LP
- 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 ITEMS
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
0
- 8 SHARED VOTING POWER
6,095,186 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
6,095,186 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,095,186 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.13%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Capital LP
- 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 ITEMS
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
0
- 8 SHARED VOTING POWER
15,916,673 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
15,916,673 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,916,673 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.56%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
IPH GP LLC
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) / /
(b) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
OO

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
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
0

8 SHARED VOTING POWER
15,916,673 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
15,916,673 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,916,673 (includes Shares underlying call options. See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.56%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 345838106

1 NAME OF REPORTING PERSON
Icahn Enterprises Holdings L.P.

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 ITEMS
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
0

8 SHARED VOTING POWER

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

- 15,916,673 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
15,916,673 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,916,673 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.56%
- 14 TYPE OF REPORTING PERSON
PN

SCHEDULE 13D

CUSIP No. 345838106

- 1 NAME OF REPORTING PERSON
Icahn Enterprises G.P. Inc.
- 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 ITEMS
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
0
- 8 SHARED VOTING POWER
15,916,673 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
15,916,673 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,916,673 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.56%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 345838106

1 NAME OF REPORTING PERSON
Beckton Corp.

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 ITEMS
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
0

8 SHARED VOTING POWER
15,916,673 (includes Shares underlying call options. See Item 5)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
15,916,673 (includes Shares underlying call options. See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,916,673 (includes Shares underlying call options. See Item 5)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.56%

14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 345838106

1 NAME OF REPORTING PERSON

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

Carl C. Icahn

- 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 ITEMS
2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 7 SOLE VOTING POWER
0
- 8 SHARED VOTING POWER
19,895,841 (includes Shares underlying call options. See Item 5)
- 9 SOLE DISPOSITIVE POWER
0
- 10 SHARED DISPOSITIVE POWER
19,895,841 (includes Shares underlying call options. See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,895,841 (includes Shares underlying call options. See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.95%
- 14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$0.10 (the "Shares"), issued by Forest Laboratories, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 909 Third Avenue, New York, New York 10022.

Item 2. Identity and Background

The persons filing this statement are High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Partners Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"),

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

and Carl C. Icahn, a citizen of the United States of America (collectively, the "Reporting Persons").

The principal business address of each of (i) High River, Hopper, Barberry, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, (ii) Icahn Master, Icahn Master II and Icahn Master III is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands, and (iii) Mr. Icahn is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 92.3% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

Each of High River and Barberry is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Each of Icahn Master, Icahn Master II, Icahn Master III and Icahn Partners is primarily engaged in the business of investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of each of Icahn Master, Icahn Master II and Icahn Master III. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Enterprises Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Enterprises Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

Carl C. Icahn's present principal occupation or employment is serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises, a New York Stock Exchange listed diversified holding company engaged in a variety of businesses, including investment management, metals, automotive, real estate, railcar, food packaging, casino gaming and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation ("Starfire"), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman of the Board and a director of various of Starfire's subsidiaries.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer of the Reporting Persons are set forth in Schedule A attached hereto.

None of the Reporting Persons nor any manager or executive officer of the Reporting Persons, has, during the past five years, (a) been convicted in a

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons hold, in the aggregate, 19,895,841 Shares (including Shares underlying call options. See Item 5). The aggregate purchase price of the Shares purchased by the Reporting Persons collectively was approximately \$316.9 million (including commissions and premiums for the options to purchase Shares). The source of funding for the purchase of these Shares was the general working capital of the respective purchasers. The Shares are held by the Reporting Persons in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of the Shares purchased by the Reporting Persons was obtained through margin borrowing. As of the close of business on June 16, 2010, the indebtedness of (i) High River's margin account was approximately \$234.0 million, (ii) Icahn Partners' margin account was approximately \$410.0 million, (iii) Icahn Master's margin account was approximately \$404.6 million, (iv) Icahn Master II's margin account was approximately \$95.3 million, and (v) Icahn Master III's margin account was approximately \$52.2 million.

Item 4. Purpose of Transaction

The Reporting Persons acquired the Shares that they beneficially own in the belief that the Shares were undervalued.

On June 10, 2011, the Reporting Persons delivered a letter to the Issuer (the "Notification Letter"), notifying the Issuer, as required by the Issuer's bylaws, that the Reporting Persons intend to appear at the Issuer's 2011 annual meeting of stockholders to nominate and seek to elect the four individuals named in the Notification Letter to the Issuer's nine-member board of directors. The Reporting Persons believe that their proposed nominees have impressive qualifications and that their experience, including on other pharma boards, would be extremely beneficial to the Issuer and, therefore, its stockholders. The bios of these proposed nominees are included in the Notification Letter filed herewith. On June 14, 2011, representatives of the Reporting Persons met with representatives of the Issuer and discussed the Reporting Persons' desire to have these four persons elected to the Issuer's board and matters relevant thereto. No agreements or understandings resulted from that meeting.

The Reporting Persons believe that recent events concerning the Issuer, together with the declining performance of the Shares over the past 7 years and the anticipated decline in the Issuer's results of operations due to the loss of patent protection on Lexapro, the Issuer's most significant drug, also warrant a change in the composition of the Issuer's board of directors. Additionally, in 2010, the Issuer disclosed that it pled guilty to a felony and misdemeanor charges and paid in excess of \$300 million to settle claims brought against it by the US Department of Justice and US Attorney's Office. The Issuer stated that these matters were resolved. However, this proved not to be the case. On April 13, 2011, the Issuer publicly disclosed that on April 12, 2011, Mr. Howard Solomon, the longtime Chairman and CEO of the Issuer, was notified by the Office of the Inspector General, Department of Health and Human Services (the "OIG-HHS") that the OIG-HHS was commencing an action to exclude him from participating in federal healthcare programs based on the matters that the Issuer previously disclosed were settled. The Issuer stated that should the OIG-HHS ultimately determine that Mr. Solomon should be excluded, Mr. Solomon would be required to step down as an officer of the Issuer unless his exclusion is enjoined by legal proceedings. The Issuer also disclosed on that same day

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

(just one day after receiving the notification from the OIG-HHS) that Mr. Solomon plans to commence litigation to prevent any such exclusion and that the Issuer will support such litigation by Mr. Solomon. The Issuer indicated that it believes that these actions by the OIG-HHS are unprecedented.

In light of:

- (i) the Issuer's poor performance over the past 7 years;
- (ii) the Issuer's failure to adequately prepare for the expiration of the Lexapro patent, which will result in a serious diminution in revenues; and
- (iii) the Issuer's expenditure of in excess of \$300 million to ostensibly settle matters that continue to plague the Issuer,

the Reporting Persons find it hard to understand why this board has indicated that it will continue to spend the shareholders' money to fight the government on behalf of Mr. Solomon. Therefore, on June 17, 2011, the Reporting Persons made a request to the Issuer pursuant to Section 220 of the Delaware General Corporation Law seeking documents relevant to the action by the OIG-HHS to understand this board's rationale for its actions in these matters (the "220 Request"). The Reporting Persons may continue to seek to meet with the Issuer to discuss matters relating to the election of directors, the proposed exclusion action by the OIG-HHS and any other matters which the Reporting Persons believe would enhance shareholder value.

The Reporting Persons may, from time to time and at any time, acquire additional Shares and/or other equity, debt, notes, instruments or other securities and/or derivative securities relating thereto (collectively, "Securities") of the Issuer in the open market or otherwise. They reserve the right to dispose of any or all of their Securities in the open market or otherwise, at any time and from time to time, and to engage in any hedging or similar transactions with respect to the Securities.

A copy of the Notification Letter is filed herewith as an exhibit and incorporated herein by reference, and any descriptions herein of the Notification Letter are qualified in their entirety by reference to the Notification Letter. A copy of the 220 Request is filed herewith as an exhibit and incorporated herein by reference, and any descriptions herein of the 220 Request are qualified in their entirety by reference to the 220 Request.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN AND HIS AFFILIATES FROM THE STOCKHOLDERS OF FOREST LABORATORIES, INC. FOR USE AT ITS 2011 ANNUAL MEETING WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF FOREST LABORATORIES, INC. AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

Item 5. Interest in Securities of the Issuer

For purposes of this Schedule 13D:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 19,895,841 Shares (including Shares underlying call options), representing approximately 6.95% of the Issuer's outstanding Shares (based upon the 286,162,661 Shares stated to be outstanding as of May 25, 2011 by the Issuer in the Issuer's Form 10-K filed with the Securities and Exchange Commission on May 27, 2011).

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

(b) High River has sole voting power and sole dispositive power with regard to 3,979,168 Shares (including Shares underlying call options). Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 6,582,778 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master II has sole voting power and sole dispositive power with regard to 2,256,777 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 981,932 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 6,095,186 Shares (including Shares underlying call options). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons, inclusive of any transactions effected through 5:00 p.m., New York City time, on June 17, 2011. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

Name of Reporting Person	Date of Transaction	Amount of Securities	Price Per Share
High River	4/26/2011	66,354(1)	12.30(2)
High River	4/27/2011	30,488(1)	11.86(2)
High River	4/28/2011	320(1)	11.88(2)
High River	4/29/2011	65,980(1)	11.96(2)
High River	5/12/2011	127,227(1)	12.38(2)
High River	5/13/2011	101,298(1)	12.99(2)
High River	5/16/2011	1,329(1)	12.96(2)
High River	5/17/2011	24,003(1)	12.98(2)

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

High River	5/18/2011	175,365 (1)	13.65 (2)
High River	5/19/2011	222,287 (1)	13.96 (2)
High River	5/20/2011	222,384 (1)	14.07 (2)
High River	5/23/2011	155,759 (1)	13.54 (2)
High River	5/24/2011	87,833 (1)	13.70 (2)
High River	5/25/2011	162,407 (1)	13.95 (2)
High River	5/26/2011	112,860 (1)	14.15 (2)
High River	6/1/2011	12,394 (1)	14.27 (2)
High River	6/2/2011	42,836 (1)	14.26 (2)
High River	6/3/2011	446,401 (1)	15.50 (2)
High River	6/6/2011	95,000 (1)	15.31 (2)
High River	6/7/2011	262,741 (1)	15.63 (2)
High River	6/8/2011	219,098 (1)	15.76 (2)
High River	6/9/2011	362,519 (1)	16.46 (2)
High River	6/10/2011	279,047 (1)	16.65 (2)
Icahn Partners	4/26/2011	103,149 (1)	12.30 (2)
Icahn Partners	4/27/2011	46,839 (1)	11.86 (2)
Icahn Partners	4/28/2011	493 (1)	11.88 (2)
Icahn Partners	4/29/2011	101,370 (1)	11.96 (2)
Icahn Partners	5/12/2011	191,068 (1)	12.38 (2)
Icahn Partners	5/13/2011	155,182 (1)	12.99 (2)
Icahn Partners	5/16/2011	2,035 (1)	12.96 (2)
Icahn Partners	5/17/2011	36,771 (1)	12.98 (2)
Icahn Partners	5/18/2011	268,648 (1)	13.65 (2)
Icahn Partners	5/19/2011	340,528 (1)	13.96 (2)
Icahn Partners	5/20/2011	340,677 (1)	14.07 (2)
Icahn Partners	5/23/2011	238,613 (1)	13.54 (2)
Icahn Partners	5/24/2011	134,553 (1)	13.70 (2)
Icahn Partners	5/25/2011	248,797 (1)	13.95 (2)
Icahn Partners	5/26/2011	172,894 (1)	14.15 (2)
Icahn Partners	6/1/2011	18,626 (1)	14.27 (2)
Icahn Partners	6/2/2011	65,615 (1)	14.26 (2)
Icahn Partners	6/3/2011	683,786 (1)	15.50 (2)
Icahn Partners	6/6/2011	145,518 (1)	15.31 (2)
Icahn Partners	6/7/2011	402,460 (1)	15.63 (2)
Icahn Partners	6/8/2011	335,608 (1)	15.76 (2)
Icahn Partners	6/9/2011	555,298 (1)	16.46 (2)
Icahn Partners	6/10/2011	427,437 (1)	16.65 (2)
Icahn Master	4/26/2011	78,757 (1)	12.30 (2)
Icahn Master	4/27/2011	50,095 (1)	11.86 (2)
Icahn Master	4/28/2011	526 (1)	11.88 (2)
Icahn Master	4/29/2011	108,417 (1)	11.96 (2)
Icahn Master	5/12/2011	219,672 (1)	12.38 (2)
Icahn Master	5/13/2011	167,531 (1)	12.99 (2)
Icahn Master	5/16/2011	2,197 (1)	12.96 (2)
Icahn Master	5/17/2011	39,698 (1)	12.98 (2)
Icahn Master	5/18/2011	290,025 (1)	13.65 (2)
Icahn Master	5/19/2011	367,627 (1)	13.96 (2)
Icahn Master	5/20/2011	367,787 (1)	14.07 (2)
Icahn Master	5/23/2011	257,602 (1)	13.54 (2)
Icahn Master	5/24/2011	145,261 (1)	13.70 (2)
Icahn Master	5/25/2011	268,594 (1)	13.95 (2)
Icahn Master	5/26/2011	186,653 (1)	14.15 (2)
Icahn Master	6/1/2011	21,565 (1)	14.27 (2)
Icahn Master	6/2/2011	70,863 (1)	14.26 (2)
Icahn Master	6/3/2011	738,486 (1)	15.50 (2)
Icahn Master	6/6/2011	157,160 (1)	15.31 (2)
Icahn Master	6/7/2011	434,655 (1)	15.63 (2)
Icahn Master	6/8/2011	362,455 (1)	15.76 (2)
Icahn Master	6/9/2011	599,720 (1)	16.46 (2)

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

Icahn Master	6/10/2011	461,630 (1)	16.65 (2)
Icahn Master II	4/26/2011	71,564 (1)	12.30 (2)
Icahn Master II	4/27/2011	17,447 (1)	11.86 (2)
Icahn Master II	4/28/2011	182 (1)	11.88 (2)
Icahn Master II	4/29/2011	37,753 (1)	11.96 (2)
Icahn Master II	5/12/2011	68,223 (1)	12.38 (2)
Icahn Master II	5/13/2011	57,497 (1)	12.99 (2)
Icahn Master II	5/16/2011	755 (1)	12.96 (2)
Icahn Master II	5/17/2011	13,624 (1)	12.98 (2)
Icahn Master II	5/18/2011	99,536 (1)	13.65 (2)
Icahn Master II	5/19/2011	126,170 (1)	13.96 (2)
Icahn Master II	5/20/2011	126,226 (1)	14.07 (2)
Icahn Master II	5/23/2011	88,408 (1)	13.54 (2)
Icahn Master II	5/24/2011	49,853 (1)	13.70 (2)
Icahn Master II	5/25/2011	92,180 (1)	13.95 (2)
Icahn Master II	5/26/2011	64,059 (1)	14.15 (2)
Icahn Master II	6/1/2011	6,014 (1)	14.27 (2)
Icahn Master II	6/2/2011	24,296 (1)	14.26 (2)
Icahn Master II	6/3/2011	253,176 (1)	15.50 (2)
Icahn Master II	6/6/2011	53,880 (1)	15.31 (2)
Icahn Master II	6/7/2011	149,013 (1)	15.63 (2)
Icahn Master II	6/8/2011	124,261 (1)	15.76 (2)
Icahn Master II	6/9/2011	205,601 (1)	16.46 (2)
Icahn Master II	6/10/2011	158,261 (1)	16.65 (2)
Icahn Master III	4/26/2011	11,944 (1)	12.30 (2)
Icahn Master III	4/27/2011	7,569 (1)	11.86 (2)
Icahn Master III	4/28/2011	79 (1)	11.88 (2)
Icahn Master III	4/29/2011	16,382 (1)	11.96 (2)
Icahn Master III	5/12/2011	29,945 (1)	12.38 (2)
Icahn Master III	5/13/2011	24,984 (1)	12.99 (2)
Icahn Master III	5/16/2011	327 (1)	12.96 (2)
Icahn Master III	5/17/2011	5,921 (1)	12.98 (2)
Icahn Master III	5/18/2011	43,250 (1)	13.65 (2)
Icahn Master III	5/19/2011	54,822 (1)	13.96 (2)
Icahn Master III	5/20/2011	54,846 (1)	14.07 (2)
Icahn Master III	5/23/2011	38,415 (1)	13.54 (2)
Icahn Master III	5/24/2011	21,663 (1)	13.70 (2)
Icahn Master III	5/25/2011	40,055 (1)	13.95 (2)
Icahn Master III	5/26/2011	27,833 (1)	14.15 (2)
Icahn Master III	6/1/2011	3,373 (1)	14.27 (2)
Icahn Master III	6/2/2011	10,570 (1)	14.26 (2)
Icahn Master III	6/3/2011	110,158 (1)	15.50 (2)
Icahn Master III	6/6/2011	23,442 (1)	15.31 (2)
Icahn Master III	6/7/2011	64,836 (1)	15.63 (2)
Icahn Master III	6/8/2011	54,066 (1)	15.76 (2)
Icahn Master III	6/9/2011	89,459 (1)	16.46 (2)
Icahn Master III	6/10/2011	68,860 (1)	16.65 (2)

(1) Represents shares underlying American-style call options purchased by the applicable Reporting Person in the over the counter market. These call options expire on March 7, 2013.

(2) This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$21.25. This exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options.

Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

Securities of the Issuer

Call Options

The Reporting Persons purchased, in the over the counter market, American-style call options referencing an aggregate of 17,830,376 Shares, which expire on March 7, 2013. The agreements provide for physical settlement (unless the Reporting Person opts for a cash settlement). These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate. These agreements are further described in Item 5(c).

Put Options

The Reporting Persons have sold, in the over the counter market, European-style put options referencing an aggregate of 17,830,376 Shares, which expire on the earlier of March 7, 2013 or the date on which the corresponding American-style call option described above in this Item 6 is exercised, for an aggregate consideration of \$178,303.76, in cash. The agreements provide that they settle in cash. These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate.

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Agreement with Alexander Denner

Pursuant to (i) an agreement, dated as of June 10, 2011, by and among Icahn Enterprises LP, Icahn Enterprises Holdings LP and Alexander J. Denner and (ii) an agreement, dated as of June 10, 2011, by and between Carl C. Icahn and Alexander J. Denner, Alexander J. Denner has a participatory interest in the profits attributable to the Shares beneficially owned by the Reporting Persons and their affiliates equal to 5% of an amount equal to (x) such profits minus (y) an amount equal to a return on the Reporting Persons' and their affiliates' investment in the Shares of 8% per annum, compounded annually.

Item 7. Material to be Filed as Exhibits

1. Joint Filing Agreement of the Reporting Persons.
2. The Notification Letter
3. The 220 Request

SIGNATURE

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

Dated: June 17, 2011

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

ICAHN PARTNERS MASTER FUND III LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
HOPPER INVESTMENTS LLC
BARBERRY CORP.

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: /s/ Edward E. Mattner

Name: Edward E. Mattner
Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone
Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following sets forth the name, position, and principal occupation of each director and executive officer of each of the Reporting Persons. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Reporting Persons own any Shares.

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

ICAHN PARTNERS MASTER FUND III LP	Position
Name	-----
-----	-----
Icahn Offshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN PARTNERS LP	Position
Name	-----
-----	-----
Icahn Onshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN ONSHORE LP	Position
ICAHN OFFSHORE LP	-----
Name	-----
-----	-----
Icahn Capital LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN CAPITAL LP	Position
Name	-----
-----	-----
IPH GP LLC	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

IPH GP LLC	Position
Name	-----
-----	-----
Icahn Enterprises Holdings L.P.	Sole Member
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Dominick Ragone	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

ICAHN ENTERPRISES HOLDINGS L.P.

Edgar Filing: FOREST LABORATORIES INC - Form SC 13D

Name	Position
----	-----
Icahn Enterprises G.P. Inc.	General Partner

ICAHN ENTERPRISES G.P. INC.	
Name	Position
----	-----
Carl C. Icahn	Chairman
Daniel A. Ninivaggi	President
William A. Leidesdorf	Director
Jack G. Wasserman	Director
James L. Nelson	Director
Vincent J. Intrieri	Director
Dominick Ragone	Chief Financial Officer
Felicia P. Buebel	Assistant Secretary
Craig Pettit	Vice President/Taxes

BECKTON CORP.	
Name	Position
----	-----
Carl C. Icahn	Chairman of the Board; President
Jordan Bleznick	Vice President/Taxes
Edward E. Mattner	Authorized Signatory
Keith Cozza	Secretary; Treasurer

HIGH RIVER LIMITED PARTNERSHIP	
Name	Position
----	-----
Hopper Investments LLC	General Partner

HOPPER INVESTMENTS LLC	
Name	Position
----	-----
Barberry Corp	General Partner
Edward E. Mattner	Authorized Signatory

BARBERRY CORP.	
Name	Position
----	-----
Carl C. Icahn	Chairman of the Board; President
Gail Golden	Vice President; Authorized Signatory
Jordan Bleznick	Vice President/Taxes
Vincent J. Intrieri	Vice President; Authorized Signatory
Irene March	Authorized Signatory
Edward E. Mattner	Authorized Signatory
Keith Cozza	Secretary; Treasurer