

ENDO PHARMACEUTICALS HOLDINGS INC

Form 8-K

December 29, 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

Date of Report (Date of Earliest Event Reported): December 29, 2005 (December 22, 2005)

Endo Pharmaceuticals Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-15989

13-4022871

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

100 Endo Boulevard, Chadds Ford, PA

19317

(Address of principal executive offices)

(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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into or Amendment of Material Definitive Agreement.

On December 22, 2005, Endo Pharmaceuticals Inc. (EPI), a wholly owned subsidiary of the Registrant, entered into a second amendment to that certain license agreement, dated as of July 14, 2004 (the License Agreement), between EPI and Vernalis Development Limited (Vernalis) and a first amendment to that certain co-promotion agreement, dated July 1, 2005 (the Co-Promotion Agreement) between EPI and Vernalis (both amendments are effective December 12, 2005 and are hereafter referred to as the Amendments). Pursuant to the License Agreement, Vernalis agreed to exclusively license to EPI rights to market Vernalis' s Frov[®](frovatriptan) product in North America. Pursuant to the Co-Promotion Agreement, Vernalis and EPI agreed to co-promote Frova[®] in the United States. EPI and Vernalis have entered into the Amendments to set forth certain specific terms with respect to Vernalis' s co-promotion of Frov[®] A copy of each of the Amendments is filed herewith as Exhibit 10.48.2 and 10.48.3, respectively, and each 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) *Exhibits.*

| Exhibit Number | Description |
|----------------|---|
| 10.48.2 | Second Amendment, dated as of December 12, 2005, to the License Agreement by and between Endo Pharmaceuticals Inc. and Vernalis Development Limited** |
| 10.48.3 | First Amendment, dated as of December 12, 2005, to the Co-Promotion Agreement by and between Endo Pharmaceuticals Inc. and Vernalis Development Limited** |

** Confidential portions of this exhibit have been redacted and filed separately with the Commission pursuant to a confidential treatment request in accordance with Rule 406 of the Securities Act of 1933.

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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: December 29, 2005

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