

KING PHARMACEUTICALS INC  
Form S-8 POS  
February 23, 2011

As filed with the Securities and Exchange Commission on February 23, 2011

Registration No. 333-128126

Registration No. 333-126939

Registration No. 333-45276

Registration No. 333-45284

Registration No. 333-32072

Registration No. 333-73053

Registration No. 333-70203

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-128126**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-126939**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-45276**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-45284**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-32072**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-73053**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-70203**

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**KING PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Tennessee  
(State or Other Jurisdiction of

Incorporation or Organization)

501 Fifth Street Bristol, Tennessee  
(Address of Principal Executive Offices)

54-1684963  
(I.R.S. Employer

Identification No.)

37620  
(Zip Code)

**King Pharmaceuticals, Inc. Incentive Plan**

**King Pharmaceuticals, Inc. Executive Deferred Compensation Plan**

**1998 Non-Employee Director Stock Option Plan**

**1989 Incentive Stock Option Plan of Jones Medical Industries, Inc.**

**Jones Medical Industries, Inc. 1994 Incentive Stock Plan**

**Jones Medical Industries, Inc. 1997 Incentive Stock Plan**

**Medco Research, Inc. 1989 Stock Option & Stock Appreciation Rights Plan**

**King Pharmaceuticals, Inc. 401(K) Retirement Savings Plan**

**1997 Incentive and Non-Qualified Stock Option Plan for Employees**

(Full Titles of Plans)

**Brian A. Markison**

**King Pharmaceuticals, Inc.**

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**501 Fifth Street**

**Bristol, Tennessee 37620**

**(Name and Address of Agent For Service)**

**(423) 989-8000**

**(Telephone Number, Including Area Code, of Agent For Service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment (the Amendment ) relates to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) (note that the share numbers listed below do not take into account corporate actions, such as stock splits, taken in the interim):

Registration Statement 333-128126 registering (i) 30,000,000 shares of common stock, no par value (the Common Stock ), of King Pharmaceuticals, Inc. (the Company ) and (ii) an indeterminate amount of Rights to purchase the Company s preferred stock for the King Pharmaceuticals, Inc. Incentive Plan.

Registration Statement 333-126939 registering \$20,000,000 of deferred compensation obligations for the King Pharmaceuticals, Inc. Executive Deferred Compensation Plan.

Registration Statement 333-45276 registering 675,000 shares of Common Stock, including preferred stock purchase rights, for the 1998 Non-Employee Director Stock Option Plan.

Registration Statement 333-45284 registering 3,918,490 shares of Common Stock, including preferred stock purchase rights, for the 1989 Incentive Stock Option Plan of Jones Medical Industries, Inc., the Jones Medical Industries, Inc. 1994 Incentive Stock Plan and the Jones Medical Industries, Inc. 1997 Incentive Stock Plan.

Registration Statement 333-32072 registering 695,164 shares of Common Stock and associated preferred stock purchase rights for the Medco Research, Inc. 1989 Stock Option and Stock Appreciation Rights Plan.

Registration Statement 333-73053 registering an indeterminate amount of plan interests for the King Pharmaceuticals, Inc. 401(K) Retirement Savings Plan.

Registration Statement 333-70203 registering 800,000 shares of Common Stock for the 1997 Incentive and Non-Qualified Stock Option Plan for Employees.

On January 31, 2011, Pfizer Inc. ( Pfizer ), through its wholly-owned subsidiary, Parker Tennessee Corp. ( Merger Sub ), acquired approximately 92.5% of the outstanding shares of the Company s common stock following the successful completion of a tender offer (the Tender Offer ) for all of the outstanding shares of common stock. Pursuant to the Agreement and Plan of Merger, dated as of October 11, 2010, among Pfizer, the Company, and Merger Sub, Pfizer intends to complete its acquisition of the Company by effecting a short form merger (the Merger ) on or about February 28, 2011 in accordance with the provisions of the Tennessee Business Corporation Act. Pursuant to the Merger, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Pfizer. Each share of the Company s common stock outstanding immediately prior to the effective time of the Merger that was not accepted for payment pursuant to the Tender Offer (other than shares held by Pfizer or any subsidiary of Pfizer, including Merger Sub, which shares will be cancelled without any conversion) will, at the effective time of the Merger, be converted into the right to receive \$14.25 per share net to the shareholder in cash, without interest and less any required withholding taxes.

As a result of the pending merger, the Company has terminated any offering of the Company s securities pursuant to the Registration Statements. In accordance with an undertaking made by the Company in each of the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the

termination of the offering, the Company hereby removes from registration all of such securities of the Company registered but unsold under the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bridgewater, State of New Jersey, on this 23<sup>rd</sup> day of February, 2011.

**KING PHARMACEUTICALS, INC.**

By: /s/ Brian A. Markison  
Name: Brian A. Markison  
Title: President and Chief Executive Officer