

MEDICIS PHARMACEUTICAL CORP

Form 8-K

May 08, 2012

[Table of Contents](#)

**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) May 2, 2012

**Medicis Pharmaceutical Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-14471**  
(Commission)

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

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File Number)

Number)

**7720 North Dobson Road**

**Scottsdale, Arizona 85256**  
(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))

**Table of Contents**

**TABLE OF CONTENTS**

Item 2.02 Results of Operations and Financial Condition

Item 8.01 Other Events

Item 9.01 Exhibits

SIGNATURES

EX-99.1

## **Table of Contents**

### **Item 2.02 Results of Operations and Financial Condition.**

On May 8, 2012, Medicis Pharmaceutical Corporation (the Company) issued a press release announcing its financial results for the quarter ended March 31, 2012. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 2.02, including the accompanying exhibit, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

### **Item 8.01 Other Events.**

As previously disclosed in the Company's Securities and Exchange Commission filings, the Company entered into various settlement and other agreements with makers of generic SOLODYN<sup>®</sup> products following patent infringement claims and litigation. On May 2, 2012, the Company received a civil investigative demand from the U.S. Federal Trade Commission (the FTC) requiring that it provide to the FTC information and documents relating to such agreements, each of which was previously filed with the FTC and the Antitrust Division of the Department of Justice in accordance with the requirements of the Medicare Modernization Act of 2003, and other efforts principally relating to SOLODYN<sup>®</sup>. The Company intends to cooperate with this investigative process. If, at the conclusion of this process, the FTC believes that any of the agreements or efforts violates antitrust laws, it could challenge the Company through a civil administrative or judicial proceeding. It is not possible to predict the outcome of this process or any subsequent proceedings, which could result in the imposition of monetary and/or injunctive relief, including the invalidation of agreements. However, the Company believes that the subject agreements and efforts do not exceed the term or scope of its patents and are otherwise consistent with antitrust laws and applicable precedents. If the FTC ultimately challenges the agreements, the Company would expect to vigorously defend itself in any such action, which the Company would anticipate to be a multi-year, protracted process. However, no assurance can be given as to the timing or outcome of such process.

### **Forward Looking Statements:**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act. All statements included that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements, including those related to the timing or outcome of a potential FTC antitrust challenge, are based on certain assumptions made by the Company based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. No assurances can be given, however, that these activities, events or developments will occur or that such results will be achieved. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the Company. Several of these risks are outlined in the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2011, and other documents we file with the Securities and Exchange Commission. Forward-looking statements represent the judgment of Company management as of the date of this Current Report on Form 8-K, and the Company disclaims any intent or obligation to update any forward-looking statements contained herein, which speak as of the date hereof.

### **Item 9.01 Exhibits.**

(d) Exhibits

99.1 Press Release dated May 8, 2012.

**Table of Contents**

**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.

**MEDICIS PHARMACEUTICAL CORPORATION**

Date: May 8, 2012

By: /s/ Richard D. Peterson  
Richard D. Peterson  
Executive Vice President,  
Chief Financial Officer and Treasurer

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated May 8, 2012.