

VALEANT PHARMACEUTICALS INTERNATIONAL

Form S-3MEF

February 02, 2005

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**As Filed with the Securities and Exchange Commission on February 2, 2005**

**Registration No. 333-**

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-3**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**VALEANT PHARMACEUTICALS INTERNATIONAL**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**33-0628076**  
(I.R.S. Employer  
Identification Number)

**3300 Hyland Avenue  
Costa Mesa, CA 92626  
(714) 545-0100**

(Address, including Zip Code, and Telephone Number, including Area Code,  
of Registrant's Principal Executive Offices)

**Eileen C. Pruette  
Executive Vice President, General Counsel  
Valeant Pharmaceuticals International  
3300 Hyland Avenue  
Costa Mesa, CA 92626  
(714) 545-0100**

(Name, Address, including Zip Code, and Telephone Number, including Area Code,  
of Agent for Service)

Copies to:

**William T. Manierre, Esq.  
Sheppard Mullin Richter & Hampton LLP  
Four Embarcadero Center, 17th Floor  
San Francisco, California 94111**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-10661

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per unit	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Common Stock, par value \$.01 per share (1)	\$20,312,500(2)	(2)	\$20,312,500(2)	\$2,390.78(3)

(1) Includes associated preferred stock purchase rights ( Rights ) to purchase 1/100 of a share of Series A Participating Preferred Stock, par value \$0.01 per share, subject to adjustment. Rights initially are attached to and trade with the common stock of the Registrant and will not be exercisable until the occurrence of specified events.

(2) This Registration Statement relates to the Registrant's Registration Statement on Form S-3 (Registration No. 333-10661) (the Prior Registration Statement ). In accordance with Rule 462(b) of the Securities and Exchange Commission's Rules and Regulations under the Securities Act of 1933, as amended, the proposed maximum aggregate offering price of securities eligible to be sold under the Prior Registration Statement (\$101,562,500) is carried forward to this Registration Statement and an additional amount of securities having a proposed maximum aggregate offering price of \$20,312,500 is registered hereby.

(3) \$2,390.78 is paid pursuant to this Registration Statement. The filing fee for the Prior Registration Statement was paid at the time of registration.

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EXPLANATORY NOTE

This Registration Statement is filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional securities of the same class as were included in the Registrant's Registration Statement on Form S-3 (File No. 333-10661), as amended, which Registration Statement is hereby incorporated by reference into this Registration Statement.

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**PART II.  
INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-10661 as amended and supplemented are incorporated by reference into, and shall be deemed a part of this registration statement, except the following which are filed herewith.

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Sheppard Mullin Richter & Hampton LLP, with respect to the legality of shares registered
15	Awareness Letter of Independent Registered Public Accounting Firm
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Deloitte & Touche LLP, Independent Auditors
23.3	Consent of Sheppard Mullin Richter & Hampton LLP (included in its opinion filed as Exhibit 5.1 hereto)

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**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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Costa Mesa, State of California, on February 2, 2005.

VALEANT PHARMACEUTICALS INTERNATIONAL

By: /s/ Timothy C. Tyson

Timothy C. Tyson,  
President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Timothy C. Tyson</u> Timothy C. Tyson	President, Chief Executive Officer and Director (Principal Executive Officer)	February 2, 2005
<u>/s/ Bary G. Bailey</u> Bary G. Bailey	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 2, 2005
<u>/s/ Robert W. O Leary</u> Robert W. O Leary	Chairman of the Board	February 2, 2005
<u>/s/ Randy H. Thurman</u> Randy H. Thurman	Director	February 2, 2005
<u>/s/ Edward A. Burkhardt</u> Edward A. Burkhardt	Director	February 2, 2005
<u>/s/ Robert A. Ingram</u> Robert A. Ingram	Director	February 2, 2005
<u>/s/ Richard H. Koppes</u> Richard H. Koppes	Director	February 2, 2005
<u>/s/ Larry Kugelman</u> Larry Kugelman	Director	February 2, 2005
<u>/s/ Theodose Melas-Kyriazi</u> Theodose Melas-Kyriazi	Director	February 2, 2005

Theodose Melas-Kyriazi  
/s/ Elaine S. Ullian

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Director

February 2, 2005

Elaine S. Ullian

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