

TARO PHARMACEUTICAL INDUSTRIES LTD  
Form SC TO-I  
November 25, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**TARO PHARMACEUTICAL INDUSTRIES LTD.**

**(Name of Subject Company (Issuer))**

**TARO PHARMACEUTICAL INDUSTRIES LTD.**

**(ISSUER)**

**(Names of Filing Persons (Issuer and Offeror))**

**ORDINARY SHARES, NOMINAL (PAR) VALUE NIS 0.0001 PER SHARE**

**(Title of Class of Securities)**

**M8737E108**

**(CUSIP Number of Class of Securities)**

**SUBRAMANIAN KALYANASUNDARAM**

**CHIEF EXECUTIVE OFFICER AND DIRECTOR**

**TARO PHARMACEUTICAL INDUSTRIES LTD.**

**C/O TARO PHARMACEUTICALS U.S.A., INC.**

**3 SKYLINE DRIVE**

**HAWTHORNE, NY 10532**

**(914) 345-9000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

*Copy to:*

**PETER D. LYONS, ESQ.**

**ELIZA W. SWANN, ESQ.**

**SHEARMAN & STERLING LLP**

**599 LEXINGTON AVENUE**

**NEW YORK, NEW YORK 10022**

**(212) 848-4000**

**CALCULATION OF FILING FEE**

**TRANSACTION VALUATION(1)**

\$200,000,000

**AMOUNT OF FILING FEE(1)**

\$25,760

- (1) The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities and Exchange Act of 1934, as amended, equals \$128.80 per million of the value of the transaction.

.. Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Filing Party:

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Form or Registration No.:

Date Filed:

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

## INTRODUCTION

This Tender Offer Statement on Schedule TO relates to the offer by Taro Pharmaceutical Industries Ltd., a company incorporated under the laws of the State of Israel, to purchase up to \$200 million in value of shares of its ordinary shares, nominal (par) value NIS 0.0001 per share, at a price not greater than \$97.50 per share nor less than \$84.50 per share, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 25, 2013 (the Offer to Purchase ), a copy of which is attached hereto as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the Letter of Transmittal ), a copy of which is attached hereto as Exhibit (a)(1)(B). This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended. The information contained in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference in response to all of the items of this Schedule TO, as more particularly described below.

### ITEM 1. SUMMARY TERM SHEET.

The information set forth under Summary Term Sheet in the Offer to Purchase is incorporated herein by reference.

### ITEM 2. SUBJECT COMPANY INFORMATION.

(a) The name of the issuer is Taro Pharmaceutical Industries Ltd., a company incorporated under the laws of the State of Israel (the Company ), and the address of its principal executive office is 14 Hakitor Street, Haifa Bay 26110, Israel. The Company s telephone number is +972-4-847-5700.

(b) The information set forth under Introduction in the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in the Offer to Purchase under Section 8 ( Price Range of the Shares; Dividends ) is incorporated herein by reference.

### ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON.

(a) The Company is the filing person. The Company s address and telephone number are set forth in Item 2 above. The information set forth in the Offer to Purchase under Section 11 ( Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares ) is incorporated herein by reference.

### ITEM 4. TERMS OF THE TRANSACTION.

(a) The following sections of the Offer to Purchase contain a description of the material terms of the transaction and are incorporated herein by reference:

Summary Term Sheet ;

Introduction ;

Section 1 ( Number of Shares; Proration );

Section 2 ( Purpose of the Tender Offer; Certain Effects of the Tender Offer; Other Plans );

Section 3 ( Procedures for Tendering Shares );

Section 4 ( Withdrawal Rights );

Section 5 ( Purchase of Shares and Payment of Purchase Price );

Section 6 ( Conditional Tender of Shares );

Section 7 ( Conditions of the Tender Offer );

Section 11 ( Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares );

Section 14 ( Material U.S. Federal Income Tax Consequences and Israeli Income Tax Consequences ); and

Section 15 ( Extension of the Tender Offer; Termination; Amendment ).

(b) The information in the Introduction to the Offer to Purchase and in Section 11 of the Offer to Purchase ( Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares ) is incorporated herein by reference.

**ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.**

(e) The information set forth in the Offer to Purchase under Section 11 ( Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares ) is incorporated herein by reference.

**ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.**

(a), (b) and (c) The information set forth in the Offer to Purchase under Section 2 ( Purpose of the Tender Offer; Certain Effects of the Tender Offer; Other Plans ) and Section 10 ( Certain Information Concerning the Company ) is incorporated herein by reference.

**ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

(a) The information set forth in the Offer to Purchase under Section 9 ( Source and Amount of Funds ) is incorporated herein by reference.

(b) and (d) None.

**ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.**

(a) and (b) The information set forth in the Offer to Purchase under Section 11 ( Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares ) is incorporated herein by reference.

**ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.**

(a) The information set forth in the Offer to Purchase under Section 16 ( Fees and Expenses ) is incorporated herein by reference.

**ITEM 10. FINANCIAL STATEMENTS.**

(a) and (b) Not applicable.

ITEM 11. ADDITIONAL INFORMATION.

(a) The information set forth in the Offer to Purchase under Section 11 ( Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares ), Section 10 ( Certain Information Concerning the Company ), Section 12 ( Effects of the Tender Offer on the Market for Shares; Registration under the Exchange Act ) and Section 13 ( Legal Matters; Regulatory Approvals ) is incorporated herein by reference. To the knowledge of the Company, no material legal proceedings relating to the tender offer are pending.

(c) The information set forth in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed as Exhibits (a)(1)(A) and (a)(1)(B) hereto, respectively, as each may be amended or supplemented from time to time, is incorporated herein by reference.

ITEM 12. EXHIBITS.

- (a)(1)(A) Offer to Purchase dated November 25, 2013.
- (a)(1)(B) Letter of Transmittal.
- (a)(1)(C) Notice of Guaranteed Delivery.
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(E) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(1)(F) Declaration of Status for Israeli Income Tax Purposes.
- (a)(1)(G) Press Release dated November 25, 2013.
- (a)(1)(H) Summary Advertisement.
- (a)(1)(I) Letter to Vested Stock Option Holders.
- (b) Not Applicable.
- (d)(1) Taro Pharmaceutical Industries 1999 Stock Incentive Plan (incorporated herein by reference to the Company's Registration Statement on Form S-8 filed on August 24, 2001 (File No. 333-13840)).
- (d)(2) Amendment No. 1 to Taro Pharmaceutical Industries 1999 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.4 to the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2005 filed on March 20, 2007 (File No. 000-22286)).
- (d)(3) Amendment No. 2 to Taro Pharmaceutical Industries 1999 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.5 to the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2005 filed on March 20, 2007 (File No. 000-22286)).
- (g) Not Applicable.
- (h) Not Applicable.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 25, 2013

TARO PHARMACEUTICAL INDUSTRIES LTD.

By: /s/ Subramanian Kalyanasundaram

Name: Subramanian Kalyanasundaram

Title: Chief Executive Officer and Director

EXHIBIT INDEX

and Other Nominees.

Trust Companies and Other Nominees.

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