

ALLERGAN INC
Form 424B3
February 10, 2003

PROSPECTUS SUPPLEMENT NO. 3
(TO PROSPECTUS DATED JANUARY 21, 2003)

\$641,510,000
ALLERGAN, INC.

ZERO COUPON CONVERTIBLE SENIOR NOTES DUE 2022
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This Prospectus Supplement No. 3 supplements and amends the Prospectus dated January 21, 2003, as amended (as amended, the Prospectus), relating to the resale from time to time by holders of our Zero Coupon Convertible Senior Notes Due 2022 and shares of our common stock issuable upon the conversion of the Notes. Such information has been obtained from the selling securityholders. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supplements and amends the information in the table appearing under the heading "Selling Securityholders" in the Prospectus, and, where the name of a Selling Securityholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that Selling Securityholder supercedes the information in the Prospectus:

| NAME | PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY (1) | PERCENTAGE OF NOTES OUTSTANDING | COMMON STOCK OWNED PRIOR TO THE OFFERING | COMMON STOCK OFFERED HEREBY (1) |
|--|---|---------------------------------------|---|--|
| Advisory Convertible Arbitrage Fund (I) L.P. | 1,300,000 | * | | 14,833 |
| Fidelity Financial Trust; Fidelity Convertible Securities Fund | 10,000,000 | 1.56% | | 114,100 |
| KBC Financial Products USA, Inc. | 2,143,000 | * | | 24,451 |
| Morgan Stanley & Co., Incorporated (2) | 6,056,000 | * | | 69,098 |
| Salomon Smith Barney(3) | 10,000,000 | 1.56% | | 114,100 |

* Less than one percent

- (1) The number of shares of common stock owned prior to the offering includes shares of common stock into which the notes are convertible. The number of shares of common stock offered hereby is based on a conversion rate of 11.410 shares of common stock per \$1,000 principal amount of maturity of the notes. Information concerning other Selling Securityholders will be set forth in prospectus supplements from time to time, if required. The number of shares of common stock owned by the other Selling Securityholders or any future transferee from any such holder assumes that they do not beneficially own any common stock other than common stock into which the notes are convertible at a conversion rate of 11.410 shares of common stock per \$1,000 principal amount of maturity of the notes.
- (2) Morgan Stanley & Co., Incorporated has acted as financial advisor to Allergan in connection with its spin-off of Advanced Medical Optics, Inc. and at other various times during the past three years.
- (3) Salomon Smith Barney Inc. acted as joint book-running manager and initial purchaser in connection with the issuance by Allergan of the Notes.

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INVESTING IN THE NOTES OR THE COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES INVOLVES A HIGH DEGREE OF RISK. PLEASE CONSIDER THE RISK FACTORS BEGINNING ON PAGE 7 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THE PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is February 10, 2003.