

MENTOR CORP /MN/  
Form 425  
July 11, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **July 11, 2008**

**MENTOR CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Minnesota</b> (State or Other Jurisdiction of Incorporation)	<b>001-31744</b> (Commission File Number)	<b>41-0950791</b> (I.R.S. Employer Identification No.)
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**201 Mentor Drive**  
**Santa Barbara, California**  
(Address of Principal Executive Offices)

**93111**  
(Zip Code)

**(805) 879-6000**

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- 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))

**Item 8.01. Other Events.**

On July 11, 2008, Mentor International Holdings, Inc., a Delaware corporation and wholly-owned subsidiary of Mentor Corporation ( Mentor Holdings ) filed a registration statement on Form S-4 (Registration No. 333-152300) with the Securities and Exchange Commission. The registration statement includes a proxy statement/prospectus that relates to the solicitation of proxies by Mentor Corporation for its 2008 Annual Meeting of Shareholders to be held on September 15, 2008, and the issuance of shares of the common stock of Mentor Holdings to the public shareholders of Mentor Corporation in a proposed reorganization of Mentor Corporation into a Delaware holding company structure under which Mentor Corporation would become a subsidiary of Mentor Holdings. **For a more detailed description of the reorganization transaction, please see the proxy statement/prospectus included as part of the registration statement, which is filed with this Current Report on Form 8-K as Exhibit 99.1. The registration statement (including the proxy statement/prospectus) may also be accessed at <http://www.sec.gov> under the company name Mentor International Holdings, Inc.**

In order to effect the reorganization, Mentor Corporation entered into an Agreement and Plan of Merger (the Merger Agreement ) with Mentor Holdings and MNT Merger Sub, Inc., a Minnesota corporation and wholly-owned subsidiary of Mentor Holdings ( Merger Sub ). The Merger Agreement provides that Merger Sub will merge with and into Mentor Corporation, with Mentor Corporation surviving as a wholly-owned subsidiary of Mentor Holdings. The Merger Agreement includes several conditions to the completion of the reorganization, including the approval of Mentor Corporation s shareholders. Upon the effectiveness of the reorganization, all existing shares of Mentor Corporation common stock will be converted automatically into shares of Mentor Holdings common stock. Each Mentor Corporation shareholder will own the same number of shares of Mentor Holdings common stock as they now own of Mentor Corporation common stock. Following the completion of the reorganization, Mentor Corporation expects the shares of Mentor Holdings common stock to trade under the ticker symbol MNT on the New York Stock Exchange. The Merger Agreement is included as Annex I in the proxy statement/prospectus.

Investors and securityholders who have questions about the reorganization should contact Mentor Corporation s proxy solicitor:

**MacKenzie Partners, Inc.**  
105 Madison Avenue  
New York, NY 10016  
Telephone: (800) 322-2885

**Investors and securityholders are urged to read the proxy statement/prospectus and any other relevant documents filed with the SEC by Mentor Holdings and Mentor Corporation because they contain important information on the reorganization.** Investors and securityholders will be able to obtain these documents free of charge as they become available at the SEC s website (<http://www.sec.gov>) or at the SEC s public reference room, located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, documents filed with the SEC by Mentor Holdings and Mentor Corporation may be obtained free of charge by requesting such documents in writing or by telephone from Mentor Corporation at the following address or telephone number:

**Mentor Corporation**  
Attn: Corporate Secretary  
201 Mentor Drive  
Santa Barbara, CA 93111  
Telephone: (805) 879-6000

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Proxy Statement/Prospectus included in the Registration Statement on Form S-4 filed by Mentor International Holdings, Inc. with the Securities and Exchange Commission on July 11, 2008.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MENTOR CORPORATION**

Date: July 11, 2008

/s/ Joseph A. Newcomb  
Joseph A. Newcomb  
Vice President, General Counsel and  
Secretary