

DEPOMED INC
Form DEFA14A
November 06, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

DEPOMED, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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- (1) Amount Previously Paid:
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The following message was sent to employees of Depomed, Inc. on November 6, 2015:

Depomed Team,

In response to certain questions regarding brokerage account notices you may have recently received, please be advised that Horizon recently extended the expiration of its exchange offer to acquire all of the outstanding shares of the Company from November 6, 2015 to 5 p.m., Eastern time on November 20, 2015. All other terms and conditions of the exchange offer remain unchanged. Such brokerage account notices are merely formal announcements regarding the extension of the expiration date.

Our Board of Directors, previously unanimously concluded the unsolicited exchange offer significantly undervalues our Company and recommends that Depomed shareholders reject Horizon's exchange offer.

We advise you not to respond.

Best,

Jeff
