

INDEVUS PHARMACEUTICALS INC

Form 8-K

December 07, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 4, 2007

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**Indevus Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**000-18728**  
(Commission File Number)

**33 Hayden Avenue**

**Lexington, MA 02421-7966**

(Address of principal executive offices)

Registrant's telephone number, including area code: (781-861-8444)

**04-3047911**  
(IRS Employer

Identification Number)

(Former name or former address, if changed since last report)

## Edgar Filing: INDEVUS PHARMACEUTICALS INC - Form 8-K

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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:

- 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))
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**Section 5 Corporate Governance and Management**

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 4, 2007, the Board of Directors (the Board) of Indevus Pharmaceuticals, Inc. approved an amendment and restatement of the Company's By-laws (the By-laws), effective December 4, 2007, in connection with changes in Delaware law and Nasdaq Marketplace Rule 4350(l) regarding uncertificated shares.

The revisions contained in the By-laws are limited to only Article VII and enable the Board to issue uncertificated shares. By being able to issue uncertificated shares, Indevus may now participate in the Direct Registration System, which is currently administered by The Depository Trust Company. The Direct Registration System allows investors to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring physical certificates. The By-laws continue to provide that each registered stockholder shall be entitled to a stock certificate upon written request to the transfer agent or registrar of the Company. Additional related revisions were made throughout Article VII of the By-laws in connection with the changes discussed above regarding uncertificated shares. The full text of the By-laws, as amended, are filed as Exhibit 3.1 to this Current Report and incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
3.1	By-laws of Indevus Pharmaceuticals, Inc., as amended and restated December 4, 2007.

**Forward-Looking Statements**

This filing may contain forward-looking statements that involve risks and uncertainties that could cause the Company's actual results and financial condition to differ materially from those anticipated by the forward-looking statements. These risks and uncertainties are set forth in the Company's filings under the Securities Act of 1933 and the Securities Exchange Act of 1934 under Risk Factors and elsewhere, and include, but are not limited to: dependence on the success of SANCTURA<sup>®</sup>, SANCTURA<sup>®</sup> XR, NEBIDO<sup>®</sup>, VANTAS<sup>®</sup> and SUPPRELIN<sup>®</sup> LA; the early state of products under development; uncertainties relating to clinical trials, regulatory approval and commercialization of our products, particularly SANCTURA XR, NEBIDO, and VALSTAR<sup>®</sup>; risks associated with contractual agreements, particularly for the manufacture and co-promotion of SANCTURA and SANCTURA XR and the manufacture of NEBIDO, VANTAS, SUPPRELIN LA and VALSTAR; dependence on third parties for supplies, particularly for histrelin, manufacturing, marketing, and clinical trials; competition; need for additional funds and corporate partners, including for the development of our products; failure to acquire and develop additional product candidates; changes in reimbursement policies and/or rates for SANCTURA, VANTAS, SUPPRELIN LA, DELATESTRYL<sup>®</sup> and any future products; history of operating losses and expectation of future losses; product liability and insurance uncertainties; risks relating to the Redux-related litigation; the risk that the businesses of Indevus and Valera Pharmaceuticals, Inc. will not be integrated successfully during the period following the related merger; the risk that the cost savings and any other synergies from the merger may not be fully realized or may take longer to realize than expected; market acceptance for the merger and approved products; risks of regulatory review and clinical trials; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues; reliance on intellectual property and having limited patents and proprietary rights; dependence on market exclusivity, valuation of our Common Stock; risks related to repayment of debts; risks related to increased leverage; general worldwide economic conditions and related uncertainties; the effect of changes in governmental regulations and other risks. Indevus undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

**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 thereunto duly authorized.

INDEVUS PHARMACEUTICALS, INC.

Dated: December 7, 2007

By: /s/ Michael W. Rogers  
Michael W. Rogers  
Executive Vice President, Treasurer and Chief Financial Officer

**EXHIBIT INDEX**

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