

ALLERGAN INC
Form 424B3
January 31, 2003

PROSPECTUS SUPPLEMENT NO. 2
(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. 2 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) |
|---|---|---------------------------------------|---|--|
| 1976 Distribution Trust FBO A.R. Lauder/Zinterhofer | 12,000 | * | | 136 |
| 2000 Revocable Trust FBO A.R. Lauder/Zinterhofer | 12,000 | * | | 136 |
| Advent Convertible Master Cayman L.P. | 9,261,000 | 1.44% | | 105,668 |
| Allentown City Firefighters Pension Plan | 38,000 | * | | 433 |
| Allentown City Officers & Employees Pension Fund | 26,000 | * | | 296 |
| Allentown City Police Pension Plan | 48,000 | * | | 547 |
| Alpha US Sub Fund 4, LLC | 625,000 | * | | 7,131 |
| Arapahoe County Colorado | 87,000 | * | | 992 |
| Arlington County Employees Retirement System | 963,000 | * | | 10,987 |
| British Virgin Islands Social Security Board | 127,000 | * | | 1,449 |
| City of New Orleans | 362,000 | * | | 4,130 |
| City University of New York | 218,000 | * | | 2,487 |
| Delaware State Retirement Fund | 2,238,000 | * | | 25,535 |
| Georgia Municipal Employees | 978,000 | * | | 11,158 |
| The Grable Foundation | 129,000 | * | | 1,471 |
| Grady Hospital Fund | 191,000 | * | | 2,179 |
| HFR Convertible Arbitrage Account | 749,000 | * | | 8,546 |
| Independence Blue Cross | 555,000 | * | | 6,332 |
| Lyxor | 1,782,000 | * | | 20,332 |

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| 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) |
|--|---|---|---|--|
| Merrill Lynch Insurance Group | 447,000 | * | | 5,100 |
| Municipal Employees | 344,000 | * | | 3,925 |
| New Orleans Firefighters Pension/Relief Fund | 197,000 | * | | 2,247 |
| Occidental Petroleum Corporation | 372,000 | * | | 4,244 |
| Ohio Bureau of Workers Compensation | 243,000 | * | | 2,772 |
| Policeman and Firemen Retirement System of the City of Detroit | 903,000 | * | | 10,303 |
| Pro-Mutual | 1,081,000 | * | | 12,334 |
| Shell Pension Trust | 523,000 | * | | 5,967 |
| State of Maryland Retirement Agency | 4,614,000 | * | | 52,645 |
| Susquehanna Capital Group | 10,000,000 | 1.56% | | 114,100 |
| Swiss Re Financial Products Corporation | 37,338,000 | 5.82% | | 426,026 |
| Tag Associates | 132,000 | * | | 1,506 |
| Trustmark Insurance | 497,000 | * | | 5,670 |

* 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.

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 January 31, 2003.