

ENDO PHARMACEUTICALS HOLDINGS INC  
Form S-8 POS  
January 28, 2011

As filed with the Securities and Exchange Commission on January 28, 2011

Registration No. 333-120968

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

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**Endo Pharmaceuticals Holdings Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of

**13-4022871**  
(I.R.S. Employer

Incorporation or Organization)

**100 Endo Boulevard**

Identification No.)

**Chadds Ford, PA 19317**

(Address, Including Zip Code, of Registrant's Principal Executive Offices)

**Endo Pharmaceuticals Holdings Inc. 2004 Stock Incentive Plan**

(Full Title of the Plan)

**Caroline B. Manogue**

**Executive Vice President, Chief Legal**

**Officer and Secretary**

**Endo Pharmaceuticals Holdings Inc.**

**100 Endo Boulevard**

**Chadds Ford, Pennsylvania 19317**

**(610) 558-9800**

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

*Copies to:*

**Eileen T. Nugent**

**Regina Olshan**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**Four Times Square**

**New York, New York 10036**

**(212) 735-3000**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

**EXPLANATORY NOTE**

Endo Pharmaceuticals Holdings Inc. (the Company), is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to deregister and carry forward certain shares of the Company's common stock, par value \$.01 per share (the Common Stock) which were originally registered pursuant to the Company's Registration Statement on Form S-8 filed on December 3, 2004 (Commission File No. 333-120968 and referred to herein as the 2004 Plan Registration Statement) with the United States Securities and Exchange Commission (the SEC or the Commission), and issued and sold under the Company's 2004 Stock Incentive Plan (the 2004 Plan). A total of 4,000,000 shares of Common Stock were initially registered for issuance under the 2004 Plan pursuant to the 2004 Plan Registration Statement.

Concurrent with this post-effective amendment, the Company is filing with the SEC a Registration Statement on Form S-8 (the 2010 Plan Registration Statement) to register shares of Common Stock that were issued and sold, or may be issued and sold, under the Company's 2010 Stock Incentive Plan (the 2010 Plan). Among the shares of Common Stock reserved for issuance under the 2010 Plan, the Company has included (a) the 540,226 shares of Common Stock reserved but unissued under the 2004 Plan as of April 28, 2010 plus (b) the number of shares becoming available for reuse following April 28, 2010 under the 2004 Plan in accordance with the provisions of the 2010 Plan ((a) and (b) together, the Carry Forward Shares). The Carry Forward Shares, which were registered pursuant to the 2004 Plan Registration Statement, are hereby deregistered and are being carried forward from to the 2004 Plan Registration Statement to the 2010 Plan Registration Statement. The 2004 Plan Registration Statement otherwise remains in effect as to the shares of Common Stock outstanding pursuant thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chadds Ford, Commonwealth of Pennsylvania, on January 28, 2011.

**ENDO PHARMACEUTICALS HOLDINGS INC.**

By: /s/ Caroline B. Manogue

Name: Caroline B. Manogue

Title: Executive Vice President, Chief Legal  
Officer and Secretary

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears immediately below constitutes and appoints Caroline B. Manogue, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
* David P. Holveck	President, Chief Executive Officer and Director (Principal Executive Officer)	January 28, 2011
/s/ Alan G. Levin Alan G. Levin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 28, 2011
/s/ Edward J. Sweeney Edward J. Sweeney	Vice President, Controller and Principal Accounting Officer	January 28, 2011
* Roger H. Kimmel	Chairman and Director	January 28, 2011
* John J. Delucca	Director	January 28, 2011
* Nancy J. Hutson, Ph.D.	Director	January 28, 2011
* Michael Hyatt	Director	January 28, 2011
* William P. Montague	Director	January 28, 2011
* Joseph C. Scodari	Director	January 28, 2011
* William F. Spengler	Director	January 28, 2011

\* By: /s/ Caroline B. Manogue  
Caroline B. Manogue

Attorney-in-Fact