

KING PHARMACEUTICALS INC
Form SC 14D9/A
November 22, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement Under Section 14(d)(4)

of the Securities Exchange Act of 1934

(Amendment No. 3)

KING PHARMACEUTICALS, INC.

(Name of Subject Company)

KING PHARMACEUTICALS, INC.

(Name of Person Filing Statement)

Common Stock, no par value per share

(Title of Class of Securities)

495582108

(CUSIP Number of Class of Securities)

Brian A. Markison

President and Chief Executive Officer

501 Fifth Street

Bristol, Tennessee 37620

(423) 989-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Person Filing Statement)

Copy to:

Scott F. Smith, Esq.

Jack S. Bodner, Esq.

Covington & Burling LLP

The New York Times Building

620 Eighth Avenue

New York, New York 10018

(212) 841-1000

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

This Amendment No. 3 (the Amendment) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed on October 22, 2010, as amended, by King Pharmaceuticals, Inc., a Tennessee corporation (King) (together with any amendments and supplements thereto, the Schedule 14D-9). The Schedule 14D-9 relates to the tender offer by Parker Tennessee Corp. (Acquisition Sub), a Tennessee corporation and wholly owned subsidiary of Pfizer Inc., a Delaware corporation (Pfizer), pursuant to which Acquisition Sub has offered to purchase all of the outstanding shares of common stock, no par value per share, of King (the Shares) at a price of \$14.25 per Share, net to the selling shareholder in cash, without interest and less any required withholding taxes, upon the terms and conditions set forth in the Offer to Purchase dated October 22, 2010 and the related Letter of Transmittal, and described in the Tender Offer Statement on Schedule TO filed by Pfizer and Acquisition Sub with the Securities and Exchange Commission (the SEC) on October 22, 2010, as amended.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following paragraph immediately prior to the section entitled Cautionary Note Regarding King Forward-Looking Statements :

Extension of the Offer

On November 22, 2010, Acquisition Sub extended the expiration of the Offer until 12:00 midnight, New York City time, on Friday, December 17, 2010 (which is the end of the day on December 17, 2010), unless further extended. The Offer, which was previously scheduled to expire at 12:00 midnight, New York City time, on Friday, November 19, 2010, was extended in accordance with the Merger Agreement because certain conditions to the Offer are not yet satisfied, including the Regulatory Condition (as defined in the Merger Agreement). American Stock Transfer & Trust Company, LLC, the depository for the Offer, has indicated that, as of the close of business on November 19, 2010, approximately 187,252,568 Shares had been validly tendered and not withdrawn pursuant to the Offer, representing approximately 74.9% of the outstanding Shares. A copy of the press release issued by Pfizer announcing the extension of the Offer is incorporated by reference to Exhibit (a)(5)(B) to Amendment No. 3 to the Schedule TO filed by Pfizer on November 22, 2010 as Exhibit (a)(12) hereto.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following thereto:

Exhibit

No.	Description
(a)(12)	Press Release issued by Pfizer Inc., dated November 22, 2010 (incorporated by reference to Exhibit (a)(5)(B) to Amendment No. 3 to the Schedule TO filed by Pfizer on November 22, 2010).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Brian A. Markison

Name: Brian A. Markison

Title: President and Chief Executive
Officer

Dated: November 22, 2010

EXHIBIT INDEX

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