

MEDICIS PHARMACEUTICAL CORP

Form S-8 POS

December 11, 2012

As filed with the Securities and Exchange Commission on December 11, 2012

Registration No. 333-126785

**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

MEDICIS PHARMACEUTICAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

52-1574808
(I.R.S. Employer
Identification No.)

7720 North Dobson Road
Scottsdale, Arizona 85256
(602) 808-8800

(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

MEDICIS PHARMACEUTICAL CORPORATION

2004 STOCK INCENTIVE PLAN

(Full title of the plan)

Howard B. Schiller

Executive Vice President, Chief Financial Officer and Treasurer

Medicis Pharmaceutical Corporation

7720 North Dobson Road
Scottsdale, Arizona 85256
(602) 808-8800

(Name, address, and telephone number, including area code, of agent for service)

Copies to:

Alison S. Ressler

Sarah P. Payne

Sullivan & Cromwell LLP

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1888 Century Park East

Los Angeles, California 90067

(310) 712-6600

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

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the Amendment), relates to the Registration Statement on Form S-8 (the Registration Statement), File No. 333-126785, of Medicis Pharmaceutical Corporation (the Company), filed with the Securities and Exchange Commission on July 21, 2005. The Registration Statement registered 1,200,000 shares of the Company 's Class A Common Stock, \$0.014 par value per share and Preference Stock (collectively, the Securities). The Company has filed this Amendment to withdraw and remove from registration the Company 's unissued and unsold Securities issuable pursuant to the Registration Statement.

On December 11, 2012, pursuant to the Agreement and Plan of Merger, dated as of September 2, 2012, among the Company, Valeant Pharmaceuticals International, a Delaware corporation (VPI), Merlin Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of VPI (Merger Sub) and Valeant Pharmaceuticals International, Inc., a Canadian corporation, Merger Sub merged with and into the Company, with the Company continuing as the surviving corporation and a wholly-owned subsidiary of VPI (the Merger).

As a result of the Merger, the offerings of the Securities pursuant to the Registration Statement have been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offerings, the Company files this Amendment to terminate the effectiveness of the Registration Statement and to remove from registration all of the Securities registered but unsold under the Registration Statement as of the date hereof, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on December 11, 2012.

**MEDICIS PHARMACEUTICAL
CORPORATION**

By: /s/ Howard B. Schiller
Howard B. Schiller

Executive Vice President, Chief Financial Officer and
Treasurer