

MEDICIS PHARMACEUTICAL CORP

Form SC TO-I/A

July 12, 2007

**SECURITIES AND EXCHANGE COMMISSION,  
Washington, D.C. 20549**

**SCHEDULE TO  
Amendment No. 1**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Medicis Pharmaceutical Corporation**

*(Name of Subject Company (Issuer))*

**Medicis Pharmaceutical Corporation**

*(Names of Filing Persons (Offerors))*

**2.5% Contingent Convertible Notes due 2032**

*(Titles of Classes of Securities)*

**58470KAA2**

*(CUSIP Number of Class of Securities)*

**Jason D. Hanson**

**Executive Vice President, General Counsel and Secretary**

**Medicis Pharmaceutical Corporation**

**8125 North Hayden Road**

**Scottsdale, Arizona 85258-2463**

**(602) 808-8800**

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

*Copies to:*

**Charles K. Ruck, Esq.**

**Kevin B. Espinola, Esq.**

**Angela L. Grinstead, Esq.**

**Latham & Watkins LLP**

**650 Town Center Drive, 20th Floor**

**Costa Mesa, CA 92625**

**Tel: (714) 540-1235**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

\$169,600,627.83

**Amount of Filing Fee\*\***

\$5,206.74

\* Calculated solely for purposes of determining the filing fee. The purchase price of the 2.5% Contingent Convertible Notes due 2032 (the Securities ), as described herein, is \$1,002.67 per \$1,000 principal amount at maturity outstanding. As of June 7, 2007 there was \$169,149,000 in aggregate principal amount at maturity of Securities outstanding, resulting in an aggregate maximum purchase price of \$169,600,627.83.

\*\* Previously paid.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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### INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this Amendment ) amends and supplements the Tender Offer Statement on Schedule TO-I filed by Medicis Pharmaceutical Corporation (the Company ), on June 13, 2007 (the Schedule TO-I ), related to the Company's 2.5% Contingent Convertible Senior Notes due 2032 (the Securities ). This Amendment relates to the right of each holder (the Holder ) of the Securities to sell, and the obligation of the Company to purchase the Securities, as set forth in the Company Notice to Holders of Contingent Convertible Senior Notes due 2032, dated June 13, 2007 (the Company Notice ), and the related notice materials previously filed as exhibits to the Schedule TO-I (which Company Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the Option ). The Company Notice and related notice materials are incorporated by reference in this Amendment. This Amendment amends and supplements the Schedule TO-I as set forth below and is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

The Option expired at 5:00 p.m., New York City time, on July 11, 2007. The Company has been advised by Deutsche Bank Trust Company Americas, as paying agent (the Paying Agent ), that, pursuant to the terms of the Option, Securities with an aggregate principal amount at maturity of \$5,000 were validly surrendered and not withdrawn prior to the expiration of the Option. The Company has accepted these Securities for purchase and, before 11:00 a.m. New York City time on July 13, 2007, will forward cash in payment of the purchase price to the Paying Agent for distribution to holders exercising their option. After this purchase pursuant to the Option, approximately \$169.2 million principal amount at maturity of the Securities remains outstanding.

***Items 1 through 12.***

Not applicable.

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**SIGNATURES**

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.

MEDICIS PHARMACEUTICAL CORPORATION

By:

/s/ Mark A. Prygocki, Sr.

Name: Mark A. Prygocki, Sr.

Title: Executive Vice President,  
Chief Financial Officer and Treasurer

Date: July 12, 2007

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**INDEX TO EXHIBITS**

- (a)(1)(A) Company Notice to Holders of 2.5% Contingent Convertible Notes due 2032, dated June 13, 2007.\*
- (a)(1)(B) Form W-9.\*
- (a)(5) Press release issued by the Company on June 12, 2007.\*
- (b) Not applicable.
- (d)(1) Indenture, dated as of June 4, 2002, between the Company, as issuer, and Deutsche Bank Trust Company Americas, as Trustee, incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 6, 2002.
- (g) Not applicable.
- (h) Not applicable.

\* Previously filed