

INDEVUS PHARMACEUTICALS INC  
Form SC TO-C  
January 06, 2009

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

**Washington, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**Indevus Pharmaceuticals, Inc.**

**(Name of Subject Company (Issuer))**

**BTB Purchaser Inc.**

**and**

**Endo Pharmaceuticals Holdings Inc.**

**(Names of Filing Persons (Offerors))**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

**454072109**

**(CUSIP Number of Class of Securities)**

**Caroline B. Manogue**

**Executive Vice President, Chief Legal Officer and Secretary**

**BTB Purchaser Inc.**

**100 Endo Boulevard**

**Chadds Ford, Pennsylvania 19317**

**(610) 558-9800**

**(Name, Address and Telephone Numbers of Person Authorized**

**to Receive Notices and Communications on Behalf of Filing Persons)**

*Copy to:*

**Eileen T. Nugent, Esq.**

**Ann Beth Stebbins, Esq.**

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

**4 Times Square**

**New York, New York 10036**

**(212) 735-3000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not applicable

**Amount of Filing Fee**  
Not applicable

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

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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:

**ITEM 12. EXHIBITS.**

- 99.1 Presentation at Investor and Analyst Meeting, dated January 6, 2009
- 99.2 Final Transcript of Conference Call With Blaine Davis, Dave Holveck, Dr. Glenn Cooper, Karen Adler, Nancy Wyenski and Dr. Ivan Gergel, dated January 5, 2009
- 99.3 Edited Brief of Conference Call With Blaine David, Dave Holveck, Dr. Glenn Cooper, Karen Adler, Nancy Wysenski and Dr. Ivan Gergel, dated January 5, 2009