

TARO PHARMACEUTICAL INDUSTRIES LTD

Form SC TO-T/A

July 01, 2008

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**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
(Amendment No. 1)**

TARO PHARMACEUTICAL INDUSTRIES LTD.
(Name of Subject Company (Issuer))

ALKALOIDA CHEMICAL COMPANY EXCLUSIVE GROUP LTD.
(Name of Filing Person (Offeror))

**a subsidiary of
SUN PHARMACEUTICAL INDUSTRIES LTD.
ORDINARY SHARES, NOMINAL (PAR) VALUE NIS 0.0001 PER SHARE**
(Title of Class of Securities)

M8737E108
(CUSIP Number of Class of Securities)

Mr. Harin P. Mehta
Director

Alkaloida Chemical Company Exclusive Group Ltd.
Kabay János u. 29, H-4440 Tiszavasari, The Republic of Hungary
+36-42-521-005

(Name, Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of filing persons)

Copy to:

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Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
(212) 848-4000

Aaron M. Lampert
Naschitz, Brandes & Co.
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Tel-Aviv 67897, Israel
(972) 3-623-5000

Clifford M. J. Felig
Meitar Liquornik Geva & Leshem
Brandwein
16 Abba Hillel Silver Rd.
Ramat Gan 52506, Israel
(972) 3-610-3100

CALCULATION OF FILING FEE

Transaction Valuation*

\$194,499,355.30

Amount of Filing Fee**

\$7,643.82

* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$7.75, the per share tender offer price, by 25,096,691 shares.

** Calculated as 0.00393% of the transaction value.

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: \$7,643.82

Filing Party: Alkaloida Chemical Company Exclusive Group Ltd.

Form or Registration No.: Schedule TO

Date: June 30, 2008

Filed:

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

Check the appropriate boxes 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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Item 12. Exhibits

EXHIBIT INDEX

EX-99.D.G: VOTING AGREEMENT--MOROS

EX-99.D.H: VOTING AGREEMENT--LEVITT

EX-99.D.I: VOTING AGREEMENT--TARO DEVELOPMENT CORPORATION

EX-99.D.K: VOTING AGREEMENT--SUN/LEVITT

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This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed on June 30, 2008 (as so amended, the Schedule TO) by Alkaloida Chemical Company Exclusive Group Ltd. (Purchaser), a Hungarian company and a subsidiary of Sun Pharmaceutical Industries Ltd., an Indian company. This Schedule TO relates to the offer by Purchaser to purchase all outstanding shares of Ordinary Shares, nominal (par) value NIS 0.0001 per share, of Taro Pharmaceutical Industries Ltd., an Israeli corporation, at a purchase price of \$7.75 per Ordinary Share, net to the seller in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 30, 2008 and in the related Letter of Transmittal. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 12. Exhibits

Exhibits (d)(G), (d)(H), (d)(I) and (d)(K) are hereby replaced in their entirety by the following:

(d)(G) Voting Agreement, dated as of May 18, 2007, between Purchaser and Daniel Moros.

(d)(H) Voting Agreement, dated as of May 18, 2007, between Purchaser and Tal Levitt.

(d)(I) Voting Agreement, dated as of May 18, 2007, between Purchaser and Taro Development Corporation.

(d)(K) Voting Agreement, dated as of May 18, 2007, between Sun Pharmaceutical Industries, Inc. and Barrie Levitt.

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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.

Dated: July 1, 2008

ALKALOIDA CHEMICAL COMPANY
EXCLUSIVE GROUP LTD.

By: /s/ Mr. Harin Mehta
Name: Mr. Harin Mehta
Title: Director

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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.

Dated: July 1, 2008

SUN PHARMACEUTICAL INDUSTRIES LTD.

By: /s/ Mr. Sudhir V. Valia

Name: Mr. Sudhir V. Valia

Title: Director

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**Exhibit
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