

LIGAND PHARMACEUTICALS INC  
Form 8-K  
December 14, 2012

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

---

FORM 8 K

---

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 14, 2012

LIGAND PHARMACEUTICALS INCORPORATED  
(Exact Name of Registrant as Specified in Its Charter)

---

|  |                             |   |
|--|-----------------------------|---|
| Delaware   | 001-33093                   | 77-0160744                              |
| (State or other jurisdiction<br>of Incorporation or<br>organization) | (Commission File<br>Number) | (I.R.S. Employer<br>Identification No.) |

11119 North Torrey Pines Road, Suite 200, La Jolla, California, 92037

(Address of Principal Executive Offices) (Zip Code)  
(858) 550-7500

---

(Registrant's Telephone Number, Including Area Code)  
N/A

---

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

SD\1250384.2

---

Item 8.01 Other Events.

On December 13, 2012, Ligand Pharmaceuticals Incorporated (“Ligand” or the “Company”) in conjunction with Pfizer, Inc. (“Pfizer”) issued a press release entitled “U.S. Food and Drug Administration (FDA) Accepts New Drug Application For Bazedoxifene/Conjugated Estrogens, An Investigational Treatment For Symptoms Associated With Menopause And Prevention of Osteoporosis.” In connection with the United States Food and Drug Administration’s decision to accept the New Drug Application submitted by Pfizer for review, the Company is entitled to receive a milestone payment of \$200,000.

A copy of the press release, dated December 13, 2012, is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The contents of the press release are deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press release of the Company dated December 13, 2012. |

SD\1250384.2

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has caused this report to be signed on its behalf by the undersigned.

LIGAND PHARMACEUTICALS INCORPORATED

Date: December 13, 2012

By: /s/ Charles S. Berkman

Name: Charles S. Berkman

Title: Vice President, General Counsel and Secretary

SD\1250384.2

---

EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press release of the Company dated December 13, 2012. |

SD\1250384.2