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ICN PHARMACEUTICALS INC
Form DEFA14A
April 09, 2002

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant To Section 14(a) Of
The Securities Exchange Act Of 1934

- Filed by the Registrant [X]
- Filed by a Party other than the Registrant []
- Check the appropriate box:
- [] Preliminary Proxy Statement
- [] CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E) (2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [X] Soliciting Material Pursuant to Section 240.14a-12

ICN Pharmaceuticals, Inc.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[] Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No. :

(3) Filing Party:

(4) Date Filed:

The following is the text of an advertisement prepared by ICN Pharmaceuticals, Inc. and appearing in the Tuesday April 9, 2002 edition of the Wall Street Journal.

[Logo of ICN Pharmaceuticals]

ICN Pharmaceuticals, Inc.

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THE ICN BOARD PERFORMANCE, VISION, INDEPENDENCE

PERFORMANCE - guiding management through another year of record performance...

REVENUES* (Bar Graph)

20% FIVE YEAR COMPOUNDED
ANNUAL GROWTH RATE

1996	\$347M
1997	\$527M
1998	\$696M
1999	\$747M
2000	\$800M
2001	\$858M

OPERATING INCOME* (Bar Graph)

34% FIVE YEAR COMPOUNDED
ANNUAL GROWTH RATE

1996	\$43M
1997	\$65M
1998	\$121M
1999	\$199M
2000	\$184M
2001	\$189M

VISION - moving the biotechnology restructuring forward through difficult economic and market conditions with a spin-off to ICN shareholders scheduled this year.

INDEPENDENCE - in 42 years, 37 out of 40 directors have been non-insiders.

DELIVERING SHAREHOLDER VALUE

*Excludes Yugoslavia and Eastern European Charges

ICN stockholders are strongly advised to read the proxy statement relating to ICN's 2002 annual meeting of stockholders when it becomes available, as it will contain important information. Stockholders will be able to obtain this proxy statement, any amendments to the proxy statement and other documents filed by ICN with the Securities and Exchange Commission for free at the Internet website maintained by the Securities and Exchange Commission at www.sec.gov. In addition, ICN will mail the proxy statement to each stockholder of record on April 9, 2002. ICN will also make additional copies of the proxy statement and any amendments to the proxy statement available for free to ICN's stockholders. Please direct your request for the proxy statement to Investor Relations, ICN Pharmaceuticals, Inc., 3300 Hyland Avenue, Costa Mesa, California 92626, telephone (714) 545-0100, extension 3013.

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ICN, its executive officers and directors may be deemed to be participants in the solicitation of proxies for ICN's 2002 annual meeting of stockholders. Information regarding these participants is contained in a filing under Rule 14a-12 filed by ICN with the Securities and Exchange Commission on April 4, 2002.

This contains forward-looking statements that involve risks and uncertainties, including but not limited to, projections of future sales, operating income, returns on invested assets, regulatory approval processes, and other risks detailed from time to time in the Company's Securities and Exchange Commission filings.