

ENDO PHARMACEUTICALS HOLDINGS INC  
Form 8-K  
April 06, 2009

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

WASHINGTON, D.C. 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): April 6, 2009 (March 31, 2009)**

**Endo Pharmaceuticals Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-15989**  
(Commission File Number)

**13-4022871**  
(I.R.S. Employer

Identification No.)

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100 Endo Boulevard, Chadds Ford, PA  
(Address of principal executive offices)

19317  
(Zip Code)

Registrant's telephone number, including area code (610) 558-9800

**Not Applicable**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On March 31, 2009, the Registrant's wholly-owned subsidiary, Endo Pharmaceuticals Inc. ( Endo ) and Penwest Pharmaceuticals Co. ( Penwest ) (collectively, the Parties ) entered into the Third Amendment to the Amended and Restated Strategic Alliance Agreement dated as of April 2, 2002 ( 2009 Amendment ). Under the terms of the 2009 Amendment, Endo and Penwest agreed to restructure the 2002 Agreement to change the manner in which Endo reimburses Penwest for costs and fees incurred by or on behalf of Penwest relating to or in connection with any patent application filed or prosecuted by Penwest related to Penwest's TIMERx technology and the maintenance of any patents that issue therefrom.

The foregoing description of the 2009 Amendment does not purport to be complete and is qualified in its entirety to the full text of the 2009 Amendment, a copy of which is filed hereto as exhibit 10.18.3.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*  
Not applicable.

(b) *Pro Forma Financial Information.*  
Not applicable.

(c) *Shell Company Transactions*  
Not applicable.

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
10.18.3	Third Amendment to the Amended and Restated Strategic Alliance Agreement by and between Penwest Pharmaceuticals Co. and Endo Pharmaceuticals Inc., dated as of March 31, 2009.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ENDO PHARMACEUTICALS HOLDINGS INC.  
(Registrant)

By: /s/ CAROLINE B. MANOGUE  
Name: Caroline B. Manogue  
Title: Executive Vice President, Chief Legal Officer &  
Secretary

Dated: April 6, 2009

INDEX TO EXHIBITS

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