#### MOVADO GROUP INC

Form 4 April 17, 2014

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRIDGMAN PETER A** Issuer Symbol MOVADO GROUP INC [MOV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify C/O MOVADO GROUP INC., 650 04/15/2014 below) FROM ROAD, SUITE 375 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PARAMUS, NJ 07652-3556 (City) (State) (Zin)

	(City)	(State) (Z	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.7	itle of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Sec	curity	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect
(In	str. 3)		any	Code	Code Disposed of (D)		Beneficially	(D) or	Beneficial	
			(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
					(		Reported			
						(A)		Transaction(s)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
	ommon ock	04/15/2014		A	2,140	A	\$0	2,140	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						•	Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer Other				
BRIDGMAN PETER A C/O MOVADO GROUP INC. 650 FROM ROAD, SUITE 375 PARAMUS, NJ 07652-3556	X						

# **Signatures**

/s/ Peter A.
Bridgman

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. discussion with third parties, except under limited circumstances to permit Valera s board of directors to comply with its fiduciary duties. Indevus is also subject to a covenant to use commercially reasonable efforts to develop, in the ordinary course, Supprelin-LA for a period of three years and the ureteral stent and VP003 (Octreotide implant) for a period of five years.

The Merger Agreement contains certain termination rights for both Indevus and Valera and further provides that, upon termination of the Merger Agreement under specified circumstances, Valera or Indevus may be required to pay the other a termination fee of \$5,000,000. The Merger Agreement also provides that under specified circumstances where the termination fee is not otherwise payable, Valera or Indevus may be required to reimburse the non-terminating party for up to \$3,000,000 of reasonable out-of-pocket expenses. Any expenses paid by Valera or Indevus will be credited against the termination fee if the termination fee subsequently becomes payable by that party.

The Merger Agreement, which has been included to provide investors with information regarding its terms, contains representations and warranties of each of Indevus and Valera. The assertions embodied in those representations and warranties were made for purposes of the Merger Agreement and are subject to qualifications and limitations agreed by the respective parties in connection with negotiating the terms of the Merger Agreement. In addition, certain representations and warranties were made as of a specific date, may be subject to a contractual standard of materiality different from what might be viewed as material to stockholders, or may have been used for purposes of allocating risk

Reporting Owners 2

between the respective parties rather than establishing matters as facts. Investors should read the Merger Agreement together with the other information concerning Indevus that Indevus publicly files in reports and statements with the Securities and Exchange Commission.

### **Voting Agreements**

In connection with the Merger Agreement, Indevus and Hayden Merger Sub, Inc. have entered into voting agreements (each a Voting Agreement ) with certain affiliated funds of Sanders Morris Harris, Inc. and with Psilos Group Partners II-S, L.P. (each a Stockholder ) collectively owning approximately 41.4% of Valera s outstanding shares as of December 11, 2006. The following description of the Voting Agreement does not purport to be a complete description and is qualified in its entirety by reference to the full texts of each Voting Agreement, which are attached hereto as Exhibits 10.1 and 10.2 and are incorporated herein by reference.

Pursuant to each Voting Agreement, the Stockholder agreed to vote its shares in favor of the Merger and against any transaction or other action that would interfere with the Merger. The Stockholder s agreement to vote its shares of Valera common stock as described above is subject to limitations if the Valera board of directors changes its recommendation with respect to the Merger. Under such circumstances, the Stockholder is required to vote in favor of the Merger (or against another transaction) only a number of shares equal to half of the outstanding shares

of Valera common stock that it owns, with the remaining half of its shares required to be voted in the same proportion as all other shares of Valera common stock not beneficially owned by any of the Stockholders. The Voting Agreement also prohibits the Stockholder from taking various actions that could be expected to facilitate a competing takeover proposal or otherwise be inconsistent with or violative of the provisions of the Voting Agreement.

#### Item 7.01 Regulation FD Disclosure.

On December 12, 2006, Indevus posted on its website a presentation for investors and fact sheet with respect to the proposed business combination transaction with Valera. A copy of each of the presentation for investors and fact sheet is attached hereto as Exhibit 99.1 and 99.2.

#### Section 9 Financial Statements and Exhibits

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of December 11, 2006, by and among Indevus Pharmaceuticals, Inc., Hayden Merger Sub, Inc. and Valera Pharmaceuticals, Inc.*
10.1	Voting Agreement, dated as of December 11, 2006, by and among Indevus Pharmaceuticals, Inc., Hayden Merger Sub, Inc. and certain affiliated funds of Sanders Morris Harris, Inc.
10.2	Voting Agreement, dated as of December 11, 2006, by and among Indevus Pharmaceuticals, Inc., Hayden Merger Sub, Inc. and Psilos Group Partners II-S, L.P.
99.1	Presentation for investors of Indevus Pharmaceuticals, Inc., dated December 12, 2006.
99.2	Fact Sheet relating to the transaction, dated December 12, 2006.

<sup>\*</sup> Except for Exhibits 2.1(d)(ii)(A) and 2.1(d)(ii)(B) to the Agreement and Plan of Merger, all other exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Indevus will furnish the omitted exhibits to the Securities and Exchange Commission upon request by the Commission.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks and uncertainties. Indevus cautions readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed business combination transaction involving Indevus and Valera, including future financial and operating results, Indevus plans, objectives, expectations and intentions, the expected timing of completion of the transaction, and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in Indevus filings with the Securities and Exchange Commission. These include risks and uncertainties relating to: the ability to obtain the requisite Indevus and Valera stockholder approvals; the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; market acceptance for the transaction and approved products; risks of regulatory review and clinical trials; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues; the need to acquire and develop new products; reliance on intellectual

property and having limited patents and proprietary rights; general

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worldwide economic conditions and related uncertainties; and the effect of changes in governmental regulations. Indevus undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

#### Additional Information and Where to Find It

In connection with the Merger between Indevus and Valera, Indevus intends to file with the SEC a registration statement on Form S-4, containing a joint proxy statement/prospectus and other relevant materials. The final joint proxy statement/prospectus will be mailed to the stockholders of Indevus and Valera. INVESTORS AND SECURITY HOLDERS OF INDEVUS AND VALERA ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND THE OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT INDEVUS, VALERA AND THE MERGER. The registration statement and joint proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by Indevus or Valera with the SEC, may be obtained free of charge at the SEC s web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents (when they are available) filed with the SEC by Indevus by directing a request to: Indevus Pharmaceuticals, Inc., 33 Hayden Avenue, Lexington, MA 02421-7966, Attn: Investor Relations. Investors and security holders may obtain free copies of the documents filed with the SEC by Valera by contacting Valera Pharmaceuticals, Inc., 7 Clarke Drive, Cranbury, NJ 08512 Attn: Investor Relations.

#### Participants in the Merger Solicitation

Indevus, Valera and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of Indevus and Valera in favor of the Merger. Information about the executive officers and directors of Indevus and their ownership of Indevus common stock is set forth in Indevus Annual Report on Form 10-K for the year ended September 30, 2006, which was filed with the SEC on December 7, 2006 and the proxy statement for Indevus 2006 Annual Meeting of Stockholders, which was filed with the SEC on January 30, 2006. Information regarding Valera s directors and executive officers and their ownership of Valera common stock is set forth in Valera s Annual Report on Form 10-K for the year ended December 31, 2005, which was filed with the SEC on March 20, 2006. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of Indevus, Valera and their respective executive officers and directors in the Merger by reading the joint proxy statement/prospectus regarding the Merger when it becomes available.

#### **SIGNATURE**

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 thereunto duly authorized.

INDEVUS PHARMACEUTICALS, INC.

By: /s/ Glenn L. Cooper Glenn L. Cooper

Chairman and Chief Executive Officer

Dated: December 12, 2006

#### **EXHIBIT INDEX**

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- 99.1 Presentation for investors of Indevus Pharmaceuticals, Inc., dated December 12, 2006.
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- \* Except for Exhibits 2.1(d)(ii)(A) and 2.1(d)(ii)(B) to the Agreement and Plan of Merger, all other exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Indevus will furnish the omitted exhibits to the Securities and Exchange Commission upon request by the Commission.