

MEDICIS PHARMACEUTICAL CORP

Form 8-K

May 10, 2012

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**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

May 10, 2012

Date of Report (Date of earliest event reported)

**Medicis Pharmaceutical Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdictions

**001-14471**  
(Commission

**52-1574808**  
(IRS Employer

of incorporation)

File Number)  
**7720 North Dobson Road**

Identification No.)

**Scottsdale, Arizona 85256**

(Address of principal executive offices) (Zip Code)

**(602) 808-8800**

(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))

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**Item 7.01 Regulation FD Disclosure.**

On May 8, 2012, Medicis Pharmaceutical Corporation (the Company) issued a press release containing revenue and non-generally accepted accounting principles diluted cash earnings per share guidance for the remainder of 2012. The Company's guidance remains unchanged as a result of the Convertible Notes Offering (as defined below) and related transactions described in Item 8.01 below.

The information in this Item 7.01 is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 8.01 Other Events.**

**Convertible Notes Offering**

On May 10, 2012, the Company issued a press release regarding its proposed registered offering of up to \$400.0 million in aggregate principal amount of convertible senior notes due 2017 (the Convertible Notes Offering) and its proposed entry into certain note hedge and warrant transactions in connection with the Convertible Notes Offering. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 9.01 Exhibits.**

(d) Exhibits

99.1 Press Release dated May 10, 2012.

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**SIGNATURES**

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

**MEDICIS PHARMACEUTICAL CORPORATION**

Date: May 10, 2012

By: /s/ Seth L. Rodner  
Seth L. Rodner  
Executive Vice President, Chief Legal Officer and Corporate  
Secretary

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated May 10, 2012.