

Actavis, Inc.
Form 8-K
January 29, 2013

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)

January 24, 2013

ACTAVIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

Morris Corporate Center III

400 Interpace Parkway

Parsippany, New Jersey
(Address of Principal Executive Offices)

(862) 261-7000

07054
(Zip Code)

(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On January 24, 2013, Anthony Selwyn Tabatznik, who has served as a member of the Board of Directors of Actavis, Inc. (the Company) since December 2, 2009, notified the Company of his decision to resign from the Board, effective immediately. Mr. Tabatznik's decision was not the result of any disagreement with the Company, its management or the Board of Directors.

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 hereunto duly authorized.

Date: January 29, 2013

ACTAVIS, INC.

By: /s/ David A. Buchen
Name: David A. Buchen
Title: Chief Legal Officer - Global

entified by the use of such words such as “expects,” “believes,” “intends,” “anticipates,” “plans,” “estimates,” “potential,” “pos-
“probable” or statements that certain actions, events or results “may,” “will,” “should,” or “could” be taken, occur or be achieved.
The forward-looking statements include statements about production volumes and the anticipated timing for closing
the proposed merger. Forward-looking statements are based on current expectations and assumptions and analyses
made by the Company in light of experience and perception of historical trends, current conditions and expected
future developments, as well as other factors appropriate under the circumstances. However, whether actual results
and developments will conform with expectations is subject to a number of risks and uncertainties, including but not
limited to: the possibility that the companies may be unable to obtain stockholder approval or satisfy the other
conditions to closing; that problems may arise in the integration of the businesses of the two companies; that the
acquisition may involve unexpected costs; the risks of the oil and gas industry (for example, operational risks in
exploring for, developing and producing crude oil and natural gas; risks and uncertainties involving geology of oil and
gas deposits); the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to future
production, costs and expenses; potential delays or changes in plans with respect to exploration or development
projects or capital expenditures; health, safety and environmental risks and risks related to weather; fluctuations in oil
and gas prices; inability of management to execute its plans to meet its goals, shortages of drilling equipment, oil field
personnel and services, unavailability of gathering systems, pipelines and processing facilities and the possibility that
government policies may change. The Company's annual report on Form 10-K for the year ended December 31, 2013,
recent current reports on Form 8-K, and other Securities and Exchange Commission (the "SEC") filings discuss some
of the important risk factors identified that may affect its business, results of operations, and financial condition. The
Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

Additional Information About the Merger Transaction and Where to Find it

In connection with the proposed merger transaction between the Company and Yuma Energy, Inc. described in the
press release, the Company intends to file with the SEC a registration statement on Form S-4 that will include a proxy
statement of the Company that also constitutes a prospectus of the Company relating to Company common stock to be
issued pursuant to the merger. The proxy statement/prospectus will include important information about both Yuma
Energy, Inc. and the Company. The Company also plans to file other relevant documents with the SEC regarding the
proposed transaction. **INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE
REGISTRATION STATEMENT, THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT
DOCUMENTS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL
CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY AND THE PROPOSED TRANSACTION.**
Investors and security holders may obtain these documents when available free of charge at the SEC's website at
www.sec.gov. In addition, the documents filed with the SEC by the Company can be obtained free of charge from the
Company's website at www.pyramidoil.com.

Participants in Solicitation

The Company and its executive officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in respect of the proposed merger transaction. However, the press release does not constitute the solicitation of proxies with respect to the proposed merger. Information regarding the Company's directors and executive officers is available in its annual report on Form 10-K for the year ended December 31, 2013, which was filed with the SEC on March 31, 2014. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

Item 9.01. Financial Statements and Exhibits

Exhibit 99.1 Press release, dated March 31, 2014, issued by Pyramid Oil Company

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.

PYRAMID OIL COMPANY

March 31, 2014 By: /s/ Michael D. Herman
Name: Michael D. Herman
Title: Interim President and Chief Executive Officer

led by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614.)

99.6

Pledge Agreement, dated as of October 31, 2005, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.6 to Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 2, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614).)

99.7

Joint Filing Agreement dated as of October 31, 2005 (Incorporated by reference to Exhibit 99.7 to Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 2, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614).)

99.8

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Supplemental Confirmation (Reference Number 20378) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.8 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614).)

99.9

Supplemental Confirmation (Reference Number 20379) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.9 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614).)

99.10*

Forward Sale Agreement, dated as of March 22, 2006, by and between RH Financial Corporation and Bank of America, N.A.

99.11

Pledge Agreement, dated as of March 22, 2006, by and between RH Financial Corporation and Bank of America, N.A.

* Certain terms of this agreement have been omitted pursuant to a confidential treatment request and filed separately with the Securities and Exchange Commission.