

FOREST LABORATORIES INC
Form DFAN14A
August 17, 2011

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant

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
- Soliciting Material Pursuant to § 240.14a-12

Forest Laboratories, Inc.

(Name of Registrant as Specified In Its Charter)

Carl C. Icahn

Dr. Alexander J. Denner

Dr. Richard Mulligan

Professor Lucian A. Bebchuk

Dr. Eric J. Ende

Mayu Sris

Icahn Partners LP

Icahn Partners Master Fund LP

Icahn Partners Master Fund II L.P.

Icahn Partners Master Fund III L.P.

High River Limited Partnership

Hopper Investments LLC

Barberry Corp.

Icahn Onshore LP

Icahn Offshore LP

Icahn Capital L.P.

IPH GP LLC

Icahn Enterprises Holdings L.P.

Icahn Enterprises G.P. Inc.

Beckton Corp.

(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 Rule 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:

 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - 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:

ON JULY 19, 2011, THE PARTICIPANTS (AS DEFINED BELOW) FILED A DEFINITIVE PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION. SECURITY HOLDERS ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, DR. ALEXANDER J. DENNER, DR. RICHARD MULLIGAN, PROFESSOR LUCIAN A. BEBCHUK, DR. ERIC J. ENDE, MAYU SRIS, ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II L.P., ICAHN PARTNERS MASTER FUND III L.P., HIGH RIVER LIMITED PARTNERHIP, HOPPER INVESTMENTS LLC, BARBERRY CORP., ICAHN ENTERPRISES G.P. INC., ICAHN ENTERPRISES HOLDINGS L.P., IPH GP LLC, ICAHN CAPITAL L.P., ICAHN ONSHORE LP, ICAHN OFFSHORE LP, AND BECKTON CORP. (COLLECTIVELY, THE PARTICIPANTS) FROM THE STOCKHOLDERS OF FOREST LABORATORIES, INC. FOR USE AT ITS 2011 ANNUAL MEETING OF STOCKHOLDERS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS. THE DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY IS AVAILABLE TO STOCKHOLDERS OF FOREST LABORATORIES, INC. FROM THE PARTICIPANTS AT NO CHARGE AND IS ALSO AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) OR BY CONTACTING D.F. KING & CO., INC. BY TELEPHONE AT THE FOLLOWING NUMBERS: STOCKHOLDERS CALL TOLL FREE: (800) 697 6975 AND BANKS AND BROKERAGE FIRMS CALL: (212) 269 5550.

On August 10, 2011, certain of the Participants filed with the Securities and Exchange Commission an amendment to the Schedule 13D reporting increased beneficial ownership by such Participants of shares of Forest Laboratories, Inc. common stock. Such amendment to Schedule 13D is available at no charge at the Securities and Exchange Commission s website at <http://www.sec.gov>.

Dear Fellow Forest Labs Shareholders,

The Forest Labs Annual Meeting will take place tomorrow, Thursday, August 18, 2011 at 10:00 AM EDT. Your vote is important as the company is at a **critical juncture** and we believe our four director nominees have the necessary independence, objectivity and experience to help fix the problems at Forest Labs. We think **change is necessary** and crucial for the future success of Forest Labs.

Forest Labs acknowledged the need for change as 2 of the 4 longest tenured directors (Candee and Cohan who have served on the board **since 1959 and 1977**, respectively) are not standing for reelection. Strangely, both were on the preliminary proxy that Forest Labs filed prior to the start of our campaign to elect our four director nominees. **None of the current directors** serve on other public company boards, **unprecedented** for a company the size of Forest Labs. In contrast, two of their three new director nominees have public company board experience. Currently, the average tenure of directors on the powerful Audit, Compensation and Nominating and Governance Committees is **33 years**. Again, in contrast, Forest announced just yesterday that they anticipate the three new, independent directors to serve on key committees. Furthermore, Forest also announced yesterday that they will consult at least once per year with leading corporate governance experts.

All of these actions took place after we started the campaign to elect our four director nominees. We do not believe this is a coincidence. We think sound corporate governance is crucial to a company's wellbeing and something that requires continuous attention and nurturing, not only in the midst of a contested election. Sound corporate governance certainly requires more attention than an annual consultation with hand-picked experts. For instance, when it really counted, at the board meeting to determine whether to support Mr. Solomon, Mr. Solomon did not take the sound corporate governance action of absenting himself from the meeting instead of sitting there and inhibiting the free expression of ideas.

Why did it take so many years for Forest Labs to wake up? We think shareholders should **vote the GOLD card for Denner, Mulligan, Ende and Bebhuk** to continue to maintain this sense of urgency and deliver the necessary change to take Forest Labs into

the future. If you have already voted the white card, you can still change your vote by now **voting the GOLD** card.

Sincerely,

The Icahn Group

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