

FOREST LABORATORIES INC  
Form 8-K/A  
August 24, 2012

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

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

---

**Pursuant to Section 13 OR 15 (d) of The Securities Exchange Act of 1934**

**August 15, 2012**

Date of Report (Date of earliest event reported)

**FOREST LABORATORIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

*(State or other jurisdiction  
of incorporation)*

**1-5438**

*(Commission  
File Number)*

**11-1798614**

*(IRS Employer  
Identification No.)*

**909 Third Avenue**

**New York, New York**

*(Address of principal executive offices)*

**10022-4731**

*(Zip Code)*

**(212) 421-7850**

*(Registrant's telephone number, including area code)*

**None**

*(Former name or former address, if changed since last report)*

Edgar Filing: FOREST LABORATORIES INC - Form 8-K/A

*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))
-

**Explanatory Note**

This Current Report on Form 8-K/A is being filed by Forest Laboratories, Inc. (the “**Company**”) as an amendment (the “**Amendment**”) to the Current Report on Form 8-K that the Company filed with the Securities and Exchange Commission on August 21, 2012 (the “**Original Report**”) to announce the preliminary results of the Company’s 2012 Annual Meeting of Stockholders held on August 15, 2012 (“**2012 Annual Meeting**”). This Amendment is being filed to disclose the final voting results received from IVS Associates, Inc. (“**IVS**”), the independent inspector of elections for the 2012 Annual Meeting.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 23, 2012, IVS delivered its final vote tabulation that certified the voting results for each of the matters set forth below that were submitted to a vote at the 2012 Annual Meeting.

**Proposal 1 - Election of Directors.** Each of the following ten director nominees were elected by a plurality of votes as directors for terms expiring at the Company’s next Annual Meeting of Stockholders, or until his or her successor has been elected or appointed: Howard Solomon, Nesli Basgoz, M.D., Christopher J. Coughlin, Kenneth E. Goodman, Pierre Legault, Gerald M. Lieberman, Lawrence S. Olanoff, M.D., Ph.D., Lester B. Salans, M.D., Brenton L. Saunders and Peter J. Zimetbaum, M.D.

The final voting results from the 2012 Annual Meeting as reported by IVS are provided below. In addition, IVS has advised the Company that there were no broker non-votes for Proposal 1.

| <b>Name</b>                               | <b>For</b>  | <b>Withheld</b> |
|---|-------------|-----------------|
| Howard Solomon                            | 192,428,946 | 34,177,256      |
| Nesli Basgoz, M.D.                        | 195,096,207 | 31,509,995      |
| Christopher J. Coughlin                   | 195,269,038 | 31,337,164      |
| Dan L. Goldwasser                         | 104,423,584 | 4,310,965       |
| Kenneth E. Goodman                        | 120,285,741 | 4,153,828       |
| Gerald M. Lieberman                       | 195,093,139 | 31,513,063      |
| Lawrence S. Olanoff, M.D., Ph.D.          | 122,960,337 | 1,479,232       |
| Lester B. Salans, M.D.                    | 107,675,795 | 1,058,754       |
| Brenton L. Saunders                       | 195,263,852 | 31,342,350      |
| Peter J. Zimetbaum, M.D.                  | 194,954,297 | 31,651,905      |
| Pierre Legault (Icahn Group nominee)      | 113,593,738 | 4,277,935       |
| Dr. Eric J. Ende (Icahn Group nominee)    | 48,524,206  | 53,642,447      |
| Andrew J. Fromkin (Icahn Group nominee)   | 41,957,886  | 60,208,767      |
| Daniel A. Ninivaggi (Icahn Group nominee) | 88,538,276  | 29,333,397      |

**Proposal 2 – Advisory Vote on Executive Compensation.** The stockholders approved (on an advisory basis) the compensation of the Company’s named executive officers, as disclosed in the Company’s definitive proxy statement filed on July 9, 2012 for the 2012 Annual Meeting (the “**Proxy Statement**”) pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2012 Summary Compensation Table and the tabular disclosure regarding such compensation and the accompanying narrative disclosure, and the final voting results as reported by IVS are provided below. IVS has advised the Company that there were no broker non-votes for Proposal 2.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 183,934,926 | 40,974,304     | 1,696,971      |

**Proposal 3 – Ratification of Independent Auditors.** The stockholders ratified the appointment of BDO USA, LLP as the Company’s Independent Registered Public Accounting Firm for the fiscal year ending March 31, 2013, and the final voting results as reported by IVS are provided below. IVS has advised the Company that there were no broker non-votes for Proposal 3.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 223,855,004 | 1,575,909      | 1,175,288      |

**Proposal 4 – Stockholder Proposal Regarding Proxy Access.** The stockholders rejected the stockholder proposal requesting that the Board amend the Company’s Bylaws to allow stockholders to nominate director candidates for inclusion in the Company’s proxy materials, and the final voting results as reported by IVS are provided below. IVS has advised the Company that there were no broker non-votes for Proposal 4.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 21,393,262 | 154,609,317    | 50,603,622     |

As reported in the Original Report, a fifth matter scheduled to be voted upon at the 2012 Annual Meeting and described in the Proxy Statement was a stockholder proposal submitted by Icahn Capital LP and certain affiliated entities, which are a group of hedge funds led by Carl Icahn (collectively, the “**Icahn Group**”) that would repeal any provision of the Company’s Bylaws in effect at the time of the 2012 Annual Meeting that was not included in the Company’s Bylaws as publicly filed prior to June 18, 2012. As no amendments to the Company’s Bylaws as publicly filed prior to June 18, 2012 had been adopted, a representative of the Icahn Group agreed to withdraw the proposal on behalf of the Icahn Group, and the Icahn Group proposal was not included in the matters voted upon at the 2012 Annual Meeting.

## 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.

Date: August 24, 2012

Forest Laboratories, Inc.  
(Registrant)

/s/ Francis I. Perier, Jr.  
Francis I. Perier, Jr.  
Executive Vice President Finance & Administration and  
Chief Financial Officer

---