

ENDO PHARMACEUTICALS HOLDINGS INC  
Form 8-K  
January 11, 2010

**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 11, 2010 (January 6, 2010)**

**Endo Pharmaceuticals Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-15989**  
(Commission  
File Number)

**13-4022871**  
(I.R.S. Employer  
Identification No.)

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**100 Endo Boulevard, Chadds Ford, PA**  
(Address of principal executive offices)

**19317**  
(Zip Code)

**Registrant's telephone number, including area code (610) 558-9800**

**Not Applicable**

**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 1.01. Entry into a Material Definitive Agreement.**

On January 6, 2010, the Registrant's wholly owned subsidiary Endo Pharmaceuticals Inc. ( Endo ) and Teikoku Seiyaku Co., Ltd. / Teikoku Pharma USA, Inc. (collectively, Teikoku ) amended their Supply and Manufacturing Agreement dated as of November 23, 1998 by and between Endo and Teikoku, pursuant to which Teikoku manufactures and supplies Lidoderm® (lidocaine patch 5%) (the Product ) to Endo. This amendment is effective December 16, 2009, and is referred to as the Amended Agreement. Pursuant to the Amended Agreement, Teikoku has agreed to fix the price of the Product for a period of time after which the price will be adjusted at future dates certain based on a price index defined in the Amended Agreement.

The foregoing description of the Amended Agreement does not purport to be complete and is qualified in its entirety to the full text of the Amended Agreement, which is filed herewith as Exhibit 10.14.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*  
Not applicable.

(b) *Pro Forma Financial Information.*  
Not applicable.

(c) *Shell Company Transactions*  
Not applicable.

(d) *Exhibits.*

| Exhibit Number | Description   |
|----------------|---|
| 10.14.2        | Second Amendment, effective December 16, 2009, to the Supply and Manufacturing Agreement, dated as of November 23, 1998 and as amended as of April 24, 2007, by and between Endo Pharmaceuticals Inc. and Teikoku Seiyaku Co., Ltd. / Teikoku Pharma USA, Inc.* |

\* Confidential portions of this exhibit have been redacted and filed separately with the Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

**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.

ENDO PHARMACEUTICALS HOLDINGS INC.  
(Registrant)

By: /s/ CAROLINE B. MANOGUE  
Name: **Caroline B. Manogue**  
Title: **Executive Vice President, Chief Legal Officer &  
Secretary**

Dated: January 10, 2010

INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
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