

Edgar Filing: MYLAN LABORATORIES INC - Form SC 13D/A

MYLAN LABORATORIES INC  
Form SC 13D/A  
September 17, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Mylan Laboratories Inc.  
(Name of Issuer)

Common Stock, par value \$.50 per share  
(Title of Class of Securities)

628530107  
(CUSIP Number)

Yevgeny Funder, Esq.  
Counsel  
Icahn Associates Corp. & affiliated companies  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4380

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

September 16, 2004  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d- for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 628530107

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1 NAME OF REPORTING PERSON  
Carl C. Icahn

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  
/X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
23,906,800

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
23,906,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
23,906,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.90%

14 TYPE OF REPORTING PERSON  
IN

SCHEDULE 13D

CUSIP No. 628530107

1 NAME OF REPORTING PERSON  
Barberry Corp.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

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3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  
/X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
23,906,800

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
23,906,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
23,906,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.90%

14 TYPE OF REPORTING PERSON  
CO

SCHEDULE 13D

CUSIP No. 628530107

1 NAME OF REPORTING PERSON  
Hopper Investments LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  
/X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
23,906,800

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
23,906,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
23,906,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.90%

14 TYPE OF REPORTING PERSON  
OO

SCHEDULE 13D

CUSIP No. 628530107

1 NAME OF REPORTING PERSON  
High River Limited Partnership

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  
/X/

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
23,906,800

8 SHARED VOTING POWER

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0

9 SOLE DISPOSITIVE POWER  
23,906,800

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
23,906,800

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.90%

14 TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

CUSIP No. 628530107

1 NAME OF REPORTING PERSON  
Gail Golden

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  
/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
10,000

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
10,000

10 SHARED DISPOSITIVE POWER  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10,000

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.004%
- 14 TYPE OF REPORTING PERSON  
IN

## SCHEDULE 13D

### Item 1. Security and Issuer

This Schedule 13D filed by the Registrants with the U.S. Securities and Exchange Commission on September 7, 2004, relates to the common shares, \$.50 par value (the "Shares"), of Mylan Laboratories Inc., a Pennsylvania corporation (the "Issuer") is amended to furnish information as set forth herein. All capitalized terms not otherwise defined shall have the meaning ascribed to such terms in the previously filed statement on Schedule 13D.

### Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended in its entirety to read as follows:

As of the close of business on September 17, 2004, the aggregate purchase price of 23,906,800 Shares owned by Icahn Group was \$414,518,724.79 (excluding commissions). The source of funding for the purchase of these Shares was general working capital of High River and pursuant to margin accounts in the regular course of business. As of the close of business on September 17, 2004, the aggregate purchase price of 10,000 Shares purchased by Ms. Golden was \$167,706.15 (excluding commissions). The source of funding for the purchase of these Shares were personal funds of Ms. Golden.

### Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On September 10, 2004, the Registrants met with representatives of the Issuer's management including the Chief Executive Officer, Robert J. Coury. At the meeting, the parties discussed their positions regarding the proposed merger with King. The meeting did not result in any agreements, arrangements or understandings between the parties. Subsequent to the meeting, Mr. Icahn and Mr. Coury communicated further and scheduled another meeting.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY MR. ICAHN AND HIS AFFILIATES FROM THE STOCKHOLDERS OF MYLAN LABORATORIES INC. FOR USE AT ITS SPECIAL MEETING WHEN AND IF THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF MYLAN LABORATORIES INC. AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

### Item 5. Interest in Securities of the Issuer

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(a) As of the close of the business day on September 17, 2004, the Registrants may be deemed to beneficially own, in the aggregate, 23,906,800 Shares, representing approximately 8.90% of the Issuer's outstanding Shares (based upon 268,733,386 Shares stated to be outstanding as of August 3, 2004 by the Issuer in the Issuer's Form 10Q filed with the Securities and Exchange Commission on August 9, 2004).

(b) Each of High River and Ms. Golden has sole voting power and sole dispositive power with regard to 23,906,800 Shares and 10,000 Shares, respectively. Each of Barberry, Hopper and Mr. Icahn has shared voting power and shared dispositive power with regard to all of the 23,906,800 Shares beneficially owned by High River.

Each of Barberry, Hopper and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares, which High River beneficially owns. Each of Mr. Icahn, Hopper and Barberry disclaims beneficial ownership of such Shares for all other purposes. Mr. Icahn, by virtue of his relationship to Ms. Golden (as disclosed in Item 2), may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares, which Ms. Golden beneficially owns. Mr. Icahn disclaims beneficial ownership of such Shares.

(c) The following table sets forth all transactions with respect to the Shares effected since the most recent filing on Schedule 13D by the Registrants with respect to the Shares. All such transactions were effected in the open market, the table excludes commissions paid.

| Name       | Date    | No. of Shares<br>Purchased | Price<br>Per Sh |
|------------|---------|----------------------------|-----------------|
| High River | 9/13/04 | 1,000,000                  | 19.001          |
| High River | 9/14/04 | 1,030,000                  | 19.118          |
| High River | 9/15/04 | 589,600                    | 18.9449         |
| High River | 9/16/04 | 1,750,000                  | 19.352          |
| High River | 9/17/04 | 1,225,000                  | 19.443          |

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 17, 2004

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BARBERRY CORP.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

HOPPER INVESTMENTS LLC  
By: BARBERRY CORP., Sole Member

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

HIGH RIVER LIMITED PARTNERSHIP  
By: HOPPER INVESTMENTS LLC, General Partner  
By: BARBERRY CORP., Sole Member

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

/s/ Carl C. Icahn  
CARL C. ICAHN

/s/ Gail Golden  
GAIL GOLDEN

[Signature Page of Amendment No. 1 to  
Schedule 13D with respect to Mylan]