

ENDO HEALTH SOLUTIONS INC.

Form 8-K

October 23, 2012

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): October 23, 2012 (October 17, 2012)

ENDO HEALTH SOLUTIONS 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.)

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.

Effective October 17, 2012, Apax Quartz (Cayman) L.P. (Apax), Endo Pharmaceuticals Inc. (Endo), Endo Health Solutions Inc. (f/k/a Endo Pharmaceutical Holdings Inc.), and Generics International (US Parent) Inc. entered into an amendment to the Stock Purchase Agreement among the parties, dated September 28, 2010 (the Stock Purchase Agreement), whereby the parties agreed that within five business days of the execution of such amendment, 1) \$52.0 million would be released to Apax from the Indemnity Escrow Fund (as defined in the Stock Purchase Agreement) established in connection with the Stock Purchase Agreement and 2) approximately \$2.5 million would be released from the Indemnity Escrow Fund to Endo. Accordingly, following the release of these amounts, the total value of the Indemnity Escrow Fund will be reduced by \$54.5 million and will equal \$45.5 million.

The foregoing description of the amendment does not purport to be complete and is qualified in its entirety to the full text of the amendment, which will be filed with the exhibits to the Company's quarterly report on Form 10-Q for the period ended September 30, 2012.

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.

None.

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 HEALTH SOLUTIONS HOLDINGS INC.
(Registrant)

By: /s/ CAROLINE B. MANOGUE
Name: Caroline B. Manogue
Title: Executive Vice President, Chief Legal Officer & Secretary
Dated: October 23, 2012