

ENDO HEALTH SOLUTIONS INC.

Form 425

November 05, 2013

FILED BY ENDO HEALTH SOLUTIONS INC.

PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933

AND DEEMED FILED PURSUANT TO RULE 14a-12

UNDER THE SECURITIES EXCHANGE ACT OF 1934

SUBJECT COMPANY: ENDO HEALTH SOLUTIONS INC.

COMMISSION FILE NO. 001-15989

Dear Colleagues,

I am pleased to inform you that today we announced a definitive agreement to acquire Paladin Labs, a leading Canadian specialty pharmaceuticals company, in a transaction that brings considerable benefits to our company, patients, customers, employees, and shareholders.

Since its founding in 1996, Paladin has assembled an impressive track record of successfully acquiring and in-licensing innovative pharmaceutical products for the Canadian market as well as other select international markets. The Company has a strong product portfolio with a significant presence in attractive therapeutic areas with substantial unmet needs, including ADHD, pain management, urology, and allergy.

Paladin has more than 60 marketed drugs, a promising pipeline of new products, a focused sales team and proven marketing expertise in Canada. Our acquisition of Paladin will accelerate Endo's strategic transformation from an integrated healthcare solutions provider to a leading global specialty healthcare company. The acquisition presents enhanced opportunities to drive future growth by enabling Endo to directly commercialize future products in Canada, providing access to attractive emerging markets such as South Africa and Latin America, and creating a compelling platform to support additional strategic acquisitions going forward.

In many ways, the combination of our companies is very strategic: Paladin operations complement our existing specialty pharmaceuticals business, their business model is very similar to our own and their people share our values and commitment to making a positive impact on the lives of patients. We look forward to working together toward a smooth integration for all employees of both companies as we to continue to expand Paladin's presence in the Canadian market.

Following the completion of the transaction, Paladin's current operations and headquarters will remain in Montreal, Canada. Endo will be continue to be led by our management team and Paladins will continue as a separate operating entity led by Mark Beaudet, its current President, who will report directly to me upon the close of the transaction. The transaction is expected to close in the first half of 2014. We will provide further details related to the transaction over the next few months.

More information regarding this transaction can be obtained by reading the attached press release or speaking with a member of the Executive Leadership Team (ELT). I look forward to

welcoming Paladin's talented team of professionals on board. I want to take this opportunity to thank all of you for your ongoing efforts and your commitment and dedication is the foundation of our success.

Sincerely,

Rajiv De Silva

President and CEO

### ***No Offer or Solicitation***

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### ***Additional Information***

IrishCo will file with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include the Joint Proxy Statement/Circular of Endo and Paladin Labs. Endo and Paladin Labs plan to mail their respective shareholders the Joint Proxy Statement/Circular in connection with the transactions. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/CIRCULAR AND OTHER RELEVANT DOCUMENTS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT ENDO, PALADIN LABS, THE TRANSACTIONS AND RELATED MATTERS.** Investors and security holders will be able to obtain free copies of the Joint Proxy Statement/Circular and other documents filed with the SEC by Endo through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Investors and security holders will be able to obtain free copies of the Joint Proxy Statement/Circular and other documents filed by Paladin Labs on the System for Electronic Document Analysis Retrieval ("SEDAR") website maintained by the Canadian Securities Administrators at <http://www.sedar.com>. In addition, investors and shareholders will be able to obtain free copies of the Joint Proxy Statement/Circular and other documents filed by Endo with the SEC by contacting Endo Corporate Secretary or by calling 484-216-0000, and will be able to obtain free copies of the Joint Proxy Statement/Circular and other documents filed by Paladin Labs on the SEDAR website by contacting Samira Sakhia or by calling (514) 669-5367.

### ***Participants in the Solicitation***

Paladin Labs and Endo and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Paladin Labs and Endo in respect of the transactions contemplated by the Joint Proxy Statement/Circular. Information regarding

the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Paladin Labs and Endo in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the Joint Proxy Statement/Circular when it is filed with the SEC. Information regarding Paladin Labs' directors and executive officers is contained in Paladin Labs' Annual Report for the year ended December 31, 2012, filed on the SEDAR website. Information regarding Endo's directors and executive officers is contained in Endo's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the SEC.

### ***Safe Harbor Statement***

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements including words such as believes, expects, anticipates, intends, estimates, plan, will, look forward, intend, guidance, future or similar expressions are forward-looking statements. These forward-looking statements may include, without limitation, statements regarding the completion of the proposed transaction and other statements that are not historical facts. Although Endo and Paladin Labs each believe its forward-looking statements are reasonable, they are subject to important risks and uncertainties. Those include, without limitation, the failure to receive, on a timely basis or otherwise, the required approvals by Endo and Paladin Labs shareholders, the Superior Court of Québec and applicable government and regulatory authorities, the terms of those approvals, the risk that a condition to closing contemplated by the arrangement agreement may not be satisfied or waived, the inability to realize expected synergies or cost savings or difficulties related to the integration of Endo and Paladin Labs operations, the ability of the combined company to retain and hire key personnel and maintain relationships with customers, suppliers or other business partners, or other adverse events, changes in applicable laws or regulations, competition from other pharmaceutical companies, and other risks disclosed in Endo and Paladin Labs' public filings, any or all of which could cause actual results to differ materially from future results expressed, projected or implied by the forward-looking statements. The forward-looking statements in this press release are qualified by these risk factors. As a result of these risks and uncertainties, the proposed transaction could be modified, restructured or not be completed, and actual results and events may differ materially from the results and events contemplated in these forward-looking statements and from historical results. Neither Endo nor Paladin Labs assumes any obligation to publicly update any forward-looking statements, except as may be required under applicable securities laws, or to comment on expectations of, or statements made by the other party or third parties in respect of the proposed transaction. These forward-looking statements are not guarantees of future performance, given that they involve risks and uncertainties. Investors should not assume that any lack of update to previously issued forward-looking statement constitutes a reaffirmation of that statement. Continued reliance on forward-looking statements is at investors' own risk.

For more information regarding these and other risks and uncertainties that Endo may face, see the section entitled Risk Factors in Endo's Form 10-K, Form 10-Q and Form 8-K filings with the SEC and as otherwise enumerated herein or therein.

For more information regarding these and other risks and uncertainties that Paladin Labs may face, see the section entitled Risks Related to Paladin Labs' Business in Paladin Labs' Information Form for the year ended December 31, 2012 and the sections in Paladin Labs' Management's Discussion and analysis entitled Concentration of Credit Risk and Major Customers, Liquidity Risk, Foreign Exchange Risk, Interest Rate Risk, and Equity Price Risk contained in Paladin Labs' Annual Report for the year ended December 31, 2012 filed on the SEDAR website.