

MEDICIS PHARMACEUTICAL CORP  
Form S-8 POS  
September 16, 2011

As filed with the Securities and Exchange Commission on September 16, 2011

Registration No. 333-147705  
Registration No. 333-40801

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-147705  
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-40801  
UNDER  
THE SECURITIES ACT OF 1933**

**Medicis Pharmaceutical Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52-1574808**  
(I.R.S. Employer  
Identification Number)

**7720 North Dobson Road  
Scottsdale, Arizona 85256-2740**  
(Address of Principal Executive Offices including Zip Code)

**MEDICIS PHARMACEUTICAL CORPORATION  
401(K) PLAN**  
(Full Title of the Plan)

**Richard D. Peterson  
Executive Vice President,  
Chief Financial Officer  
and Treasurer  
7720 North Dobson Road  
Scottsdale, Arizona 85256-2740  
(602) 808-8800**

**Copy to:  
Charles K. Ruck, Esq.  
Latham & Watkins LLP  
650 Town Center Drive, Twentieth Floor  
Costa Mesa, California 92626-1925  
(714) 540-1235**

(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)



### **TERMINATION OF REGISTRATION**

Medicis Pharmaceutical Corporation, a Delaware corporation (the *Company*), is filing this Post-Effective Amendment No. 1 (the *Post-Effective Amendment*) to deregister certain shares of the *Company*'s common stock, par value \$0.014 per share (the *Common Stock*), that were originally registered pursuant to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the *SEC*) on November 21, 1997, File No. 333-40801, and also previously registered pursuant to the Registration Statement on Form S-8 filed with the SEC on November 29, 2007, File No. 333-147705 (collectively, the *Registration Statements*). Pursuant to General Instruction F to Form S-8 and Rule 416(c) under the Securities Act of 1933, as amended (the *Securities Act*), the *Registration Statements* also covered an indeterminate amount of interests to be offered or sold pursuant to the Medicis Pharmaceutical Corporation 401(k) Plan (the *Medicis 401(k) Plan*).

On January 1, 2009, the *Medicis 401(k) Plan* was amended and restated to, among other things, provide that effective July 1, 2009, participants in and beneficiaries of the *Medicis 401(k) Plan* could no longer make new purchases of shares of the *Common Stock* of the *Company*. Accordingly, as of July 1, 2009, no further investments may be made under the *Medicis 401(k) Plan* in the *Common Stock* of the *Company*. Thus, this Post-Effective Amendment is being filed to terminate the *Registration Statements* and deregister any of the registered shares of *Common Stock* that remain unsold and the plan interests previously registered pursuant to the *Registration Statements*.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 16<sup>th</sup> day of September, 2011.

Medicis Pharmaceutical Corporation

By: /s/ Jonah Shacknai  
Jonah Shacknai  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statements has been signed by the following persons in the capacities as of September 16, 2011.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ Jonah Shacknai Jonah Shacknai	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
/s/ Richard D. Peterson Richard D. Peterson	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
* Arthur G. Altschul, Jr.	Director
/s/ Spencer Davidson Spencer Davidson	Director
/s/ Stuart Diamond Stuart Diamond	Director
* Peter S. Knight, Esq.	Director
* Michael A. Pietrangelo	Director
* Philip S. Schein, M.D.	Director

\* Director

Lottie H. Shackelford

\* The undersigned does hereby sign this Post-Effective Amendment to the Registration Statements on behalf of the above indicated director of the Company pursuant to a power of attorney executed by such director.

By: /s/ Jonah Shacknai

Jonah Shacknai, Attorney-in-Fact

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the trustee (or other persons who administer the Medicis Pharmaceutical Corporation 401(k) Plan) has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on this 16<sup>th</sup> day of September, 2011.

Medicis Pharmaceutical Corporation 401(k) Plan

By: Medicis Pharmaceutical Corporation

By: /s/ Jonah Shacknai

Jonah Shacknai  
Chairman of the Board and  
Chief Executive Officer

By: /s/ Richard D. Peterson

Richard D. Peterson  
Executive Vice President, Chief  
Financial Officer and Treasurer