

RIBAPHARM INC
Form SC TO-T/A
August 05, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Schedule TO
(Rule 14d-100)**

(Amendment No. 13)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Ribapharm Inc.

(Name of Subject Company (Issuer))

Rx Acquisition Corporation

a wholly owned subsidiary of

ICN Pharmaceuticals, Inc.

(Name of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

762537108

(CUSIP Number of Class of Securities)

Gregory Keever, Esq.

Executive Vice President and Special Counsel to the Chairman

ICN Pharmaceuticals, Inc.

3300 Hyland Avenue

Costa Mesa, California 92626

(714) 545-0100

*(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of the Filing Persons)*

with a copy to:

Stephen F. Arcano, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036-6522

(212) 735-3000

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee**

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\$186,879,393.75

\$15,118.54

* Estimated for purposes of calculating the amount of the filing fee only. This calculation assumes the purchase of all outstanding shares (the Shares) of common stock, par value \$.01 per share, of Ribapharm Inc., a Delaware corporation (the Company), not owned by ICN or its subsidiaries, at a purchase price of \$6.25 per Share, net to the seller in cash. According to the Solicitation/ Recommendation Statement on Schedule 14D-9 filed by the Company on June 23, 2003 with the Securities and Exchange Commission, as of June 20, 2003, there were 150,000,703 Shares outstanding, of which 120,100,000 Shares are owned by ICN. As a result, this calculation assumes the purchase of 29,900,703 Shares.

** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 11 issued by the Securities and Exchange Commission on February 21, 2003. Such fee equals .00809 percent of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid: \$13,545.90
Form or Registration No.: Schedule TO-T
Filing Party: ICN Pharmaceuticals, Inc.
Date Filed: June 10, 2003

2. Amount Previously Paid: \$.32
Form or Registration No.: Schedule TO-T/ A
Filing Party: ICN Pharmaceuticals, Inc.
Date Filed: July 22, 2003

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 13 amends and supplements the Tender Offer Statement and Rule 13e-3 Transaction Statement filed under cover of Schedule TO with the Securities and Exchange Commission (the SEC) on June 10, 2003 by ICN Pharmaceuticals, Inc., a Delaware corporation (ICN), relating to the Amended Offer (as defined below) to purchase all outstanding shares of common stock, par value \$.01 per share, together with the associated Rights (as defined in the Supplement, which term is defined below) issued pursuant to the Rights Plan (as defined in the Supplement) (the Shares), of Ribapharm Inc., a Delaware corporation, not owned by ICN or its subsidiaries, at an increased price of \$6.25 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 10, 2003, as amended by certain amendments to the Schedule TO filed by ICN with the SEC (the Offer to Purchase), and the related original (blue) Letter of Transmittal, as amended and supplemented by the Supplement, dated August 5, 2003 (the Supplement), to the Offer to Purchase and the related revised (purple) Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Amended Offer).

Item 4. Terms of the Transaction.

(a) Reference is made to the information set forth in the Supplement under the headings Summary Term Sheet, Introduction, The Offer Section 1. Terms of the Amended Offer, The Offer Section 3. Procedures for Accepting the Amended Offer and Tendering Shares and The Offer Section 11. Conditions to the Amended Offer, which is incorporated herein by reference.

Item 6. Purposes of the Transaction and Plans or Proposals.

(a) Reference is made to the information set forth in the Supplement under the heading Introduction, which is incorporated herein by reference.

Item 7. Source and Amount of Funds or Other Consideration.

(a), (b) and (d) Reference is made to the information set forth in the Supplement under the heading The Offer Section 9. Source and Amount of Funds, which is incorporated herein by reference.

Item 11. Additional Information.

(a)(1) Reference is made to the information set forth in the Supplement under the heading Special Factors Section 10. Related Party Transactions, which is incorporated herein by reference.

(a)(2) Reference is made to the information set forth in the Supplement under the heading Questions and Answers About the Amended Offer, which is incorporated herein by reference.

(b) Reference is made to the information set forth in the Supplement and the related revised Letter of Transmittal which is incorporated herein by reference.

Item 12. Exhibits.

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| (a)(1)(xvii) | Supplement, dated August 5, 2003, to the Offer to Purchase. |
| (a)(1)(xviii) | Revised Letter of Transmittal. |
| (a)(1)(xix) | Revised Notice of Guaranteed Delivery. |
| (a)(1)(xx) | Revised Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees. |

(a)(1)(xxi)	Revised Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
(a)(1)(xxii)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

Item 13. Information Required by Schedule 13E-3.

Item 1. Summary Term Sheet.

Reference is made to the information set forth in the Supplement under the headings Summary Term Sheet and Questions and Answers About the Amended Offer, which is incorporated herein by reference.

Item 2. Subject Company Information.

(b) Reference is made to the information set forth in the Supplement under the headings Introduction and The Offer Section 12. Effect of the Amended Offer on the Market for the Shares; NYSE Quotation; Exchange Act Registration; Margin Regulations, which is incorporated herein by reference.

(c) and (d) Reference is made to the information set forth in the Supplement under the heading The Offer Section 6. Price Range of the Shares; Dividends, which is incorporated herein by reference.

Item 4. Terms of the Transaction.

(d) Reference is made to the information set forth in the Supplement under the heading Special Factors Section 8. Appraisal Rights; Rule 13e-3, which is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

(b) and (e) Reference is made to the information set forth in the Supplement under the heading Special Factors Section 10. Related Party Transactions, which is incorporated herein by reference.

Item 7. Purposes, Alternatives, Reasons and Effects.

(a) Reference is made to the information set forth in the Supplement under the heading Introduction, which is incorporated herein by reference.

Item 8. Fairness of the Transaction.

(a) through (e) Reference is made to the information set forth in the Supplement under the headings Summary Term Sheet, Questions and Answers About the Amended Offer, Introduction, Special Factors Section 3. Position of Parent and Purchaser Regarding Fairness of the Amended Offer and the Merger and Special Factors Section 10. Related Party Transactions, which is incorporated herein by reference.

Item 15. Additional Information.

See Item 11 of Schedule TO above.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RX ACQUISITION CORPORATION

By: /s/ BARY G. BAILEY

Name: Bary G. Bailey
Title: Vice President and Treasurer

ICN PHARMACEUTICALS, INC.

By: /s/ ROBERT W. O LEARY

Name: Robert W. O Leary
Title: Chairman and Chief Executive Officer

Date: August 5, 2003

INDEX TO EXHIBITS

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