

TARO PHARMACEUTICAL INDUSTRIES LTD  
Form SC 14D9/A  
September 29, 2009

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

Amendment No. 12  
to  
SCHEDULE 14D-9

Solicitation/Recommendation Statement Under Section 14(d)(4)  
of the Securities Exchange Act of 1934

TARO PHARMACEUTICAL INDUSTRIES LTD.  
(Name of Subject Company)

TARO PHARMACEUTICAL INDUSTRIES LTD.  
(Name of Person(s) Filing Statement)

Ordinary Shares, NIS 0.0001 nominal (par) value per share  
(Title of Class of Securities)

M8737E108  
(CUSIP Number of Class of Securities)

Taro Pharmaceutical Industries Ltd.  
Tal Levitt  
Secretary  
Italy House, Euro Park  
Yakum 60972, Israel  
+972-9-971-1800

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

With copies to:

Jeffrey W. Tindell  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

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This Amendment No. 12 to the Schedule 14D-9 (this "Amendment"), filed with the U.S. Securities and Exchange Commission (the "SEC") on September 29, 2009, amends and supplements the Schedule 14D-9 filed with the SEC on July 10, 2008 by Taro Pharmaceutical Industries Ltd., a company incorporated under the laws of the State of Israel ("Taro" or the "Company"), as previously amended by Amendment Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 thereto filed with the SEC on July 23, 2008, July 28, 2008, August 28, 2008, August 29, 2008, September 2, 2008, September 10, 2008, November 12, 2008, January 5, 2009, January 6, 2009, January 6, 2009 and March 31, 2009, respectively. The Schedule 14D-9 relates to the tender offer by Alkaloida Chemical Company Exclusive Group Ltd., a company organized under the laws of the Republic of Hungary (the "Offeror") and a subsidiary of Sun Pharmaceutical Industries Ltd., a company organized under the laws of the Republic of India ("Sun India" and, together with the Offeror and their respective affiliates, collectively, "Sun"), to purchase all of the Company's ordinary shares, NIS 0.0001 nominal (par) value per share, for \$7.75 per share, net to the seller (subject to withholding taxes, as applicable) in cash, without interest, upon the terms and subject to the conditions described in the Tender Offer Statement on Schedule TO filed by Sun with the SEC on June 30, 2008, as amended.

The information in the Schedule 14D-9 and prior amendments is incorporated in this amendment by reference to all of the applicable items in the Schedule 14D-9 and prior amendments, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 4. The Solicitation or Recommendation; Item 8. Additional Information.

Item 4 and Item 8 of the Schedule 14D-9 are hereby amended and supplemented by adding thereto the following information:

"On September 29, 2009 Taro and Taro USA filed a complaint in the United States District Court for the Southern District of New York against Sun and certain of its affiliates, including Caraco Pharmaceutical Laboratories, Ltd. On the same day, Taro issued a press release announcing the lawsuit."

A copy of the press release and complaint are filed as exhibits hereto and are incorporated herein by reference.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits:

| Exhibit No. | Description                                                                                                  |
|-------------|--------------------------------------------------------------------------------------------------------------|
| (a)(12)     | Press Release issued September 29, 2009                                                                      |
| (a)(13)     | Complaint filed September 29, 2009 in the United States District Court for the Southern District of New York |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 12 to Schedule 14D-9 is true, complete and correct.

TARO PHARMACEUTICAL INDUSTRIES LTD.

|        |                |
|--------|----------------|
| By:    | /s/ Tal Levitt |
| Name:  | Tal Levitt     |
| Title: | Secretary      |

Date: September 29, 2009