

MYLAN LABORATORIES INC

Form S-4

September 03, 2004

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As filed with the Securities and Exchange Commission on September 3, 2004

Registration No. -

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Mylan Laboratories Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania
*(State or other jurisdiction of
incorporation or organization)*

2834
*(Primary Standard Industrial
Classification Code Number)*

25-1211621
*(I.R.S. Employer
Identification No.)*

1500 Corporate Drive
Canonsburg, Pennsylvania 15317
(724) 514-1800
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Edward J. Borkowski

Chief Financial Officer
1500 Corporate Drive
Canonsburg, Pennsylvania 15317
(724) 514-1800
Fax: (724) 514-1875
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effectiveness of this Registration Statement and the effective time of the merger of Summit Merger Corporation, a direct, wholly-owned subsidiary of the Registrant, with and into King Pharmaceuticals, Inc. as described in the Agreement and Plan of Merger, dated as of July 23, 2004, included as Annex A to the joint proxy statement/prospectus forming a part of this Registration Statement.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to Be Registered(2)	Proposed Maximum Offering Price Per Unit(3)	Proposed Maximum Aggregate Offering Price(4)	Amount of Registration Fee(5)
Common Stock (\$0.50 par value)	217,295,525	\$12.59	\$3,039,722,953	\$385,133

- (1) This Registration Statement relates to shares of common stock of the Registrant, par value \$0.50 per share, issuable to holders of the common stock, no par value, of King Pharmaceuticals, Inc., in connection with the proposed merger of Summit Merger Corporation, a Tennessee corporation and a direct, wholly-owned subsidiary of the Registrant, with and into King Pharmaceuticals, Inc.
- (2) Represents the maximum number of shares of common stock of the Registrant, par value \$0.50 per share, estimated to be issued in connection with the merger contemplated by the merger agreement. The estimated maximum number of shares of the Registrant's common stock to be issued is based upon the following, calculated as of July 22, 2004: 241,439,472, the aggregate number of shares of King Pharmaceuticals, Inc. common stock outstanding (other than shares owned by King Pharmaceuticals, Inc. or Registrant) multiplied by 0.9.
- (3) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(c) and 457(f)(1) under the Securities Act. Pursuant to Rule 457(c) and 457(f)(1) under the Securities Act, the proposed maximum offering price per share of the common stock of the Registrant was calculated based on the market value of the shares of common stock of King Pharmaceuticals, Inc. (the securities to be cancelled in the merger) in accordance with Rule 457(c) under the Securities Act, determined as the average of the high and low prices per share of King Pharmaceuticals, Inc. common stock on September 2, 2004, as reported on the New York Stock Exchange Composite Transactions Tape.
- (4) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(c) and 457(f)(1) under the Securities Act. Pursuant to Rule 457(c) and 457(f)(1) under the Securities Act, the proposed maximum aggregate offering price of the common stock of the Registrant was calculated based on the market value of the shares of common stock of King Pharmaceuticals, Inc. (the securities to be cancelled in the merger) in accordance with Rule 457(c) under the Securities Act, determined as the product of (A) \$12.59 the average of the high and low prices per share of King Pharmaceuticals, Inc. common stock on September 2, 2004, as reported on the New York Stock Exchange Composite Transactions Tape, and (B) 241,439,472, the aggregate number of shares of common stock of King Pharmaceuticals, Inc. to be cancelled in the merger described in footnote (2) above.
- (5) Calculated by multiplying the proposed maximum aggregate offering price calculated as described in footnote (4) above, by 0.00012670.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SECTION 8(a), MAY DETERMINE.

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The information in this joint proxy statement/prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission, of which this joint proxy statement/prospectus is a part, is declared effective. This joint proxy statement/prospectus is not an offer to sell these securities nor a solicitation of any offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated September 3, 2004

**MERGER PROPOSAL
YOUR VOTE IS VERY IMPORTANT**

[], 2004

Dear Shareholders,

Mylan Laboratories Inc., Summit Merger Corporation (Mylan's wholly-owned subsidiary) and King Pharmaceuticals, Inc. have entered into a merger agreement, pursuant to which Mylan will acquire King and King shareholders will receive 0.9 shares of Mylan common stock for each share of King common stock they own, plus cash in lieu of fractional shares. We are proposing the merger because we believe it represents a strategic combination that will unite two highly complementary businesses to form one of the nation's leading specialty pharmaceutical companies based on the number of prescriptions dispensed in the U.S. The boards of directors of Mylan and King believe the merger is strategically and financially beneficial to Mylan and King, and will create a stronger, well-diversified pharmaceutical company with the potential to create significant value for shareholders.

A special meeting of Mylan shareholders will be held at [], on [], 2004 at [], local time, to vote on the issuance of shares of Mylan common stock to King shareholders pursuant to the merger and to transact any other business that may properly be brought before the Mylan special meeting or any adjournments or postponements thereof.

A special meeting of King shareholders will be held at [], on [], 2004, at [], local time, to vote on the approval and adoption of the merger agreement and approval of the merger and to transact any other business that may properly be brought before the King special meeting or any adjournments or postponements thereof.

Each of Mylan's and King's board of directors has unanimously (with one director absent in the case of King) approved the proposed merger and approved and adopted the merger agreement. Mylan's board has also unanimously approved the issuance of Mylan common stock to King shareholders pursuant to the merger. Accordingly,

the Mylan board recommends that Mylan shareholders vote **FOR** the proposal to approve the issuance of Mylan common stock to King shareholders pursuant to the merger, and

the King board recommends that King shareholders vote **FOR** the proposal to approve and adopt the merger agreement and approve the merger.

Based on the number of shares of Mylan and King common stock outstanding as of the applicable record dates, immediately after the merger current Mylan shareholders collectively will own approximately [56]% of the outstanding shares of the combined company and King shareholders collectively will own approximately [44]% of the outstanding shares of the combined company. We estimate that Mylan will issue approximately [217.3] million shares of Mylan common stock in the merger and will reserve an additional approximately [12.2] million shares of Mylan common stock for future issuances upon the exercise of outstanding options to purchase King common stock and conversion of King's convertible debentures. It is a condition to the completion of the merger that the New York Stock Exchange, which is referred to as the NYSE, authorize for listing the shares of Mylan common stock to be issued in connection with the merger and the conversion of King stock options.

The dollar value of the shares of Mylan common stock that King shareholders receive in the merger will change depending on changes in the market price of Mylan common stock. Mylan's common stock is traded on the NYSE, under the symbol **MYL**. On September 2, 2004, the last sale price of Mylan's common stock prior to the date of this document, as reported on the NYSE Composite Transactions Tape, was \$17.44 per share.

We expect that the merger will qualify as a tax-free reorganization and that King shareholders will not recognize gain or loss in connection with the merger, except for the taxes on cash received by King shareholders in lieu of receiving fractional shares of Mylan common stock.

Your vote is very important, regardless of the number of shares you own. Please take the time to vote (in writing, over the Internet or by telephone) by following the instructions on your proxy card or, if your shares are held in the name of a bank or broker, please instruct your bank

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or broker on how to vote. If you are a Mylan shareholder and do not vote or do not instruct your broker or bank on how to vote, it will have no effect on the proposal to approve the issuance of shares of Mylan common stock to King shareholders pursuant to the merger, because only those votes cast FOR or AGAINST the proposal will be counted. If you are a King shareholder and do not vote or do not instruct your broker or bank on how to vote, it will have the same effect as voting against the merger. The accompanying materials provide details on the Mylan and King special meetings, and explain the merger and the issuance of the shares of Mylan common stock pursuant to the merger agreement.

Sincerely,

Robert J. Coury
Mylan Laboratories Inc.
Vice Chairman and Chief Executive Officer

Sincerely,

Brian A. Markison
King Pharmaceuticals, Inc.
President and Chief Executive Officer

Mylan and King encourage you to read this entire joint proxy statement/prospectus carefully, including the section entitled Risk Factors Relating to the Merger beginning on page 24 for a discussion of specific risks that should be considered in determining how to vote on the proposals.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger described in this joint proxy statement/prospectus or the securities to be issued pursuant to the merger under this joint proxy statement/prospectus or determined that this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2004

and is first being mailed to the shareholders of Mylan and King on or about [], 2004.

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****IMPORTANT NOTICE REGARDING ADMISSION***

TO THE MYLAN SPECIAL MEETING*

IF YOU PLAN TO ATTEND THE MYLAN SHAREHOLDERS SPECIAL MEETING, PLEASE NOTE THAT SPACE LIMITATIONS MAKE IT NECESSARY TO LIMIT ATTENDANCE TO SHAREHOLDERS AND ONE GUEST PER SHAREHOLDER. EACH SHAREHOLDER WILL BE ASKED TO PRESENT PROOF OF OWNERSHIP AND EACH SHAREHOLDER AND GUEST WILL BE ASKED TO PRESENT A VALID PHOTO IDENTIFICATION, SUCH AS A DRIVER S LICENSE OR PASSPORT.

ADMISSION TO THE MYLAN SPECIAL MEETING WILL BE ON A FIRST-COME, FIRST-SERVED BASIS. REGISTRATION FOR THE MYLAN SPECIAL MEETING WILL BEGIN AT [], AND SEATING WILL BEGIN AT [].

CAMERAS, RECORDING DEVICES AND OTHER ELECTRONIC DEVICES WILL NOT BE PERMITTED AT THE MEETING.

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****IMPORTANT NOTICE REGARDING ADMISSION***

TO THE KING SPECIAL MEETING*

IF YOU PLAN TO ATTEND THE KING SHAREHOLDERS SPECIAL MEETING, PLEASE NOTE THAT SPACE LIMITATIONS MAKE IT NECESSARY TO LIMIT ATTENDANCE TO SHAREHOLDERS AND ONE GUEST PER SHAREHOLDER. EACH SHAREHOLDER WILL BE ASKED TO PRESENT PROOF OF OWNERSHIP AND EACH SHAREHOLDER AND GUEST WILL BE ASKED TO PRESENT A VALID PHOTO IDENTIFICATION, SUCH AS A DRIVER S LICENSE OR PASSPORT.

ADMISSION TO THE KING SPECIAL MEETING WILL BE ON A FIRST-COME, FIRST-SERVED BASIS. REGISTRATION FOR THE KING SPECIAL MEETING WILL BEGIN AT [], AND SEATING WILL BEGIN AT [].

CAMERAS, RECORDING DEVICES AND OTHER ELECTRONIC DEVICES WILL NOT BE PERMITTED AT THE MEETING.

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THIS JOINT PROXY STATEMENT/ PROSPECTUS INCORPORATES

ADDITIONAL INFORMATION

This joint proxy statement/ prospectus incorporates important business and financial information about Mylan and King from documents that are not included in or delivered with this joint proxy statement/ prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference in this joint proxy statement/ prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Mylan Laboratories Inc.
1500 Corporate Drive
Canonsburg, Pennsylvania 15317
(724) 514-1800
Attn: Investor Relations

King Pharmaceuticals, Inc.
501 Fifth Street
Bristol, Tennessee 37620
(423) 989-8711
Attn: Corporate Affairs

Investors may also consult Mylan's or King's respective websites for more information concerning the merger described in this joint proxy statement/ prospectus. Mylan's website is www.mylan.com. King's website is www.kingpharm.com. Information included on either website is not incorporated by reference in this joint proxy statement/ prospectus.

IN ORDER FOR YOU TO RECEIVE TIMELY DELIVERY OF THE DOCUMENTS BEFORE THE MYLAN SPECIAL MEETING OR THE KING SPECIAL MEETING, MYLAN OR KING, AS APPLICABLE, SHOULD RECEIVE YOUR REQUEST NO LATER THAN [], 2004.

Also see the section entitled "Where You Can Find More Information" beginning on page 118.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a shareholder of Mylan or King, may have regarding the merger and the answers to those questions. Mylan and King urge you to read carefully the remainder of this joint proxy statement/ prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the issuance of Mylan common stock to King shareholders pursuant to the merger. Additional important information is also contained in the annexes to and the documents incorporated by reference in this joint proxy statement/ prospectus.

Q: Why am I receiving this joint proxy statement/ prospectus?

A: The boards of directors of each of Mylan and King have agreed to the combination of King with Mylan under the terms of a merger agreement that is described in this joint proxy statement/ prospectus. A copy of the merger agreement is attached to this joint proxy statement/ prospectus as Annex A.

To complete the merger, Mylan shareholders must approve the issuance of shares of Mylan common stock to King shareholders pursuant to the merger, King shareholders must approve and adopt the merger agreement and approve the merger, and all other conditions of the merger must be satisfied or waived.

Mylan and King will hold separate shareholders special meetings to obtain these approvals. This joint proxy statement/ prospectus contains important information about the merger and the special meetings of the respective shareholders of Mylan and King, and you should read it carefully. The enclosed voting materials allow you to vote your shares without attending your respective shareholders special meeting.

Your vote is important. We encourage you to vote as soon as possible.

Q: What will happen in the merger?

A: A direct, wholly-owned subsidiary of Mylan will merge with and into King. At the completion of the merger, Summit Merger Corporation, a direct, wholly-owned subsidiary of Mylan formed for the purposes of the merger, will be merged with and into King, and King shareholders will receive 0.9 shares of Mylan common stock for each share of King common stock they own, plus cash in lieu of fractional shares. Based on the number of shares of Mylan and King common stock outstanding as of the applicable record dates, we estimate that Mylan will issue approximately [217.3] million shares of common stock in the merger and that, immediately after the merger, the former King shareholders, in the aggregate, will own approximately [44]% of the then-outstanding shares of Mylan common stock.

Upon completion of the merger, each outstanding option to purchase King common stock under a King stock option plan will be assumed by Mylan and will become an option to purchase, generally on the terms and conditions as were applicable under the King option, shares of Mylan common stock. The number of shares of Mylan common stock subject to each stock option and the per share exercise price of each stock option will be adjusted based on the exchange ratio.

Q: Why are Mylan and King proposing this merger?

A: After careful consideration, the Mylan board unanimously determined that the merger is fair and in the best interests of Mylan and its shareholders and the King board unanimously (with one director absent) determined that the merger is fair and in the best interests of King and its shareholders. The boards of each of Mylan and King unanimously (with one director absent in the case of King) approved and adopted the merger agreement and approved the merger, and the transactions contemplated thereby. For a description of the factors considered by the board of directors, please refer to the sections of this joint proxy statement/ prospectus entitled *The Merger Mylan s Reasons For the Merger* and *The Merger King s Reasons For the Merger* beginning on page 35 and page 44, respectively.

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Q: What risks should I consider in deciding whether to vote for the issuance of Mylan common stock or for the adoption and approval of the merger agreement and approval of the merger?

A: You should carefully review the section of this joint proxy statement/ prospectus entitled Risk Factors Relating to the Merger beginning on page 24.

Q: When and where will the shareholders special meetings be held?

A: The Mylan special meeting will be held at [] on [], 2004 at [], local time. The King special meeting will be held at [] on [], 2004 at [], local time.

Q: What matters are Mylan shareholders being asked to approve at the Mylan special meeting?

A: Mylan shareholders are being asked to vote FOR the proposal to approve the issuance of shares of Mylan common stock to King shareholders pursuant to the merger. No other business is expected to be considered at the Mylan special meeting.

Q: How does the Mylan board of directors recommend that I vote?

A: The Mylan board of directors recommends that Mylan shareholders vote FOR the proposal to approve the issuance of Mylan common stock to King shareholders pursuant to the merger. For a description of the reasons underlying the recommendation of the Mylan board of directors with respect to the merger, please refer to the section of this joint proxy statement/ prospectus entitled The Merger Mylan s Reasons For the Merger beginning on page 35.

Q: What vote of Mylan shareholders is required to approve the issuance of shares of Mylan common stock to King shareholders pursuant to the merger?

A: Approval of the proposal to issue shares of Mylan common stock to King shareholders pursuant to the merger requires the affirmative vote of a majority of the votes cast at the special meeting by all shareholders entitled to vote thereon. For a more complete description of voting, please refer to the section of this joint proxy statement/ prospectus entitled The Mylan Special Meeting beginning on page 93.

Q: What matters are King shareholders being asked to approve at the King special meeting?

A: King shareholders are being asked to vote FOR the proposal to approve and adopt the merger agreement and approve the merger. No other business is expected to be conducted at the King special meeting.

Q: How does the board of directors of King recommend that I vote?

A: The King board of directors recommends that King shareholders vote FOR the proposal to approve and adopt the merger agreement and approve the merger. For a description of the reasons underlying the recommendation of the King board of directors with respect to the merger, please refer to the section of this joint proxy statement/ prospectus entitled The Merger King s Reasons For the Merger beginning on page 44.

Q: What vote of King shareholders is required to approve and adopt the merger agreement and approve the merger?

A: The adoption and approval of the merger agreement and approval of the merger requires the affirmative vote of a majority of all the votes entitled to be cast on such proposal. For a more complete description of voting, please refer to the section of this joint proxy statement/ prospectus entitled The King Special Meeting beginning on page 97.

Q: Will the Mylan stock issued to King shareholders pursuant to the merger be listed?

A: Yes. It is a condition to the completion of the merger that the Mylan common stock issuable in the merger and upon the exercise of Mylan stock options issued in substitution for King stock options be authorized for listing on the New York Stock Exchange, which is referred to as the NYSE, upon

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official notice of issuance. Mylan has agreed to use its reasonable best efforts to cause those shares of Mylan common stock to be authorized for listing on the NYSE.

Q: How do I vote?

A: There are four different ways you may cast your vote. If you are a shareholder of record as of the applicable record date you may vote:

in person by attending your shareholders' special meeting,

by accessing the Internet website specified on your enclosed proxy card,

by calling the telephone number specified on your proxy card, or

by completing, signing and dating your proxy card and returning it in the postage-paid envelope provided.

If you vote over the Internet or by telephone, you must do so before 11:59 p.m., Eastern time, on [], the day before the Mylan special meeting or before 11:59 p.m., Eastern time, on [], the day before the King special meeting, as applicable. If you hold Mylan shares or King shares in the name of a bank or broker, please follow the voting instructions provided by your bank or broker to ensure that your shares are represented at your shareholders' special meeting. Please note that most banks and brokers permit their beneficial owners to vote by telephone or by Internet. If you hold shares in street name, see the next question and answer.

Q: If my shares are held in street name by my broker, how do I vote?

A: If you hold your shares in a stock brokerage account or if your shares are held by a bank or nominee (that is, in street name), you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to Mylan or King or by voting in person at your shareholders' special meeting unless you provide a legal proxy, which you must obtain from your bank or broker.

Q: What will happen if I abstain from voting or do not return a proxy card or otherwise vote?

A: If you are a Mylan shareholder and abstain from voting or do not return a proxy card or otherwise vote, such action will have no effect on the proposal to approve the issuance of shares of Mylan common stock pursuant to the merger, because only those votes cast FOR or AGAINST the proposal will be counted.

If you are a King shareholder and abstain from voting or do not return a proxy card or otherwise vote, such action will have the same effect as a vote AGAINST the proposal to approve and adopt the merger agreement and approve the merger.

Q: What will happen if I return my proxy card without indicating how to vote?

A: If you sign and return your proxy card without indicating how to vote on any particular proposal, the Mylan or King common stock represented by your proxy will be voted in favor of that proposal.

Q: Can I revoke my proxy or change my vote even after returning a proxy card?

A: Yes. You can revoke your proxy or change your vote before your proxy is voted at your shareholders' special meeting. You can do this in one of four ways:

you can send a signed notice of revocation;

you can grant a new, valid proxy bearing a later date;

you can cast a new vote over the Internet or by telephone; or

if you are a holder of record, you can attend your shareholders' special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

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If you choose to send a signed notice of revocation, you must submit your notice of revocation or your new proxy to the Secretary of Mylan or the Secretary of King, as applicable, and it must be received at the appropriate address on page 95 or page 99, respectively, no later than the beginning of your shareholders' special meeting. If you choose to cast a new vote over the Internet or by telephone you must do so before 11:59 p.m., Eastern time, on [], the day before the Mylan special meeting or before 11:59 p.m., Eastern time, on [], the day before the King special meeting, as applicable. If your shares are held in street name by your broker, you should contact your broker to change your vote.

Q: What do I need to do now?

A: Carefully read and consider the information contained in and incorporated by reference in this joint proxy statement/ prospectus, including its annexes, and vote the proxy card you receive, vote over the Internet or by telephone. We encourage you to vote the proxy card you receive, as soon as possible, even if you plan to attend your shareholders' special meeting, to ensure that your shares are represented at the applicable special meeting of shareholders and voted as directed.

Q: Should I send in my stock certificates now?

A: No. King shareholders should not send in any stock certificates now. After the merger is completed, Mylan's exchange agent will send former King shareholders a letter of transmittal explaining what they must do to exchange their King stock certificates for stock certificates representing the shares of Mylan common stock payable to them pursuant to the merger.

If you are a Mylan shareholder, you are not required to take any action with respect to your Mylan stock certificates.

Q: When is the merger expected to be completed?

A: We are working to complete the merger as soon as possible. If the Mylan shareholders approve the issuance of shares of Mylan common stock pursuant to the merger, the King shareholders approve and adopt the merger agreement and approve the merger, and all closing conditions in the merger agreement are satisfied or waived, Mylan and King anticipate that the merger will be completed in the fourth quarter of the 2004 calendar year.

Q: What are the tax consequences of the merger to me?

A: It is expected that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which is referred to as the Code. Assuming the merger so qualifies, for U.S. federal income tax purposes, holders of King common stock will not recognize gain or loss in connection with the conversion of their shares of King common stock into the right to receive shares of Mylan common stock and the receipt of shares of Mylan common stock in the merger, except to the extent of cash, if any, received in lieu of a fractional share of Mylan common stock. Please refer to the section of this joint proxy statement/ prospectus entitled "Certain U.S. Federal Income Tax Consequences of the Merger" beginning on page 65.

Q: Who can answer my questions?

A: Mylan or King shareholders who have questions about the merger, the merger agreement, the issuance of shares of Mylan common stock or the procedures for voting their shares, or who desire additional copies of this joint proxy statement/ prospectus or replacement proxy cards, without charge, should contact:

Mylan Shareholders: Morrow & Co., Inc.