

8-K 1 g97692e8vk.htm IVAX CORPORATION

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) October 11, 2005

**IVAX Corporation**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of  
incorporation)

**1-09623**

(Commission file number)

**16-1003559**

(I.R.S. Employer Identification  
Number)

**4400 Biscayne Boulevard,  
Miami, Florida**

(Address of principal executive offices)

**33137**

(Zip Code)

**(305) 575-6000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On October 11, 2005, IVAX Corporation ("IVAX") issued a press release announcing that IVAX had received a request for additional information from the U.S. Federal Trade Commission in connection with Teva Pharmaceutical Industries Ltd.'s pending acquisition of IVAX. A copy of the press release is attached hereto as exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued October 11, 2005.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**IVAX CORPORATION**

By: /s/ Steven D. Rubin

Name: Steven D. Rubin

Title: Senior Vice President, General  
Counsel and  
Secretary

Date: October 12, 2005

EX-99.1 2 g97692exv99w1.htm PRESS RELEASE

Exhibit 99.1



Teva Pharmaceutical Industries Ltd.  
Web Site: [www.tevapharm.com](http://www.tevapharm.com)



Web Site: [www.ivax.com](http://www.ivax.com)

Contact: Dan Suesskind  
Chief Financial Officer  
Teva Pharmaceutical Industries Ltd.  
(011) 972-2-589-2840

George Barrett  
President and CEO  
Teva North America  
(215) 591-3030

Investor Relations  
Teva Pharmaceutical Industries Ltd.  
(011) 972-3-926-7554

Neil Flanzraich  
Vice Chairman and President  
IVAX Corporation  
(305) 575-6008

David Malina  
Vice President, Investor Relations  
and Corporate Communications  
IVAX Corporation  
(305) 575-6043

#### **FOR IMMEDIATE RELEASE**

#### **Teva and IVAX Receive FTC Request for Additional Information**

Jerusalem, Israel and Miami, Florida, October 11, 2005 – Teva Pharmaceutical Industries Ltd. (Nasdaq: TEVA) and IVAX Corporation (AMEX: IVX) announced today that, as expected, each party has received a request for additional information (commonly referred to as a “second request”) from the U.S. Federal Trade Commission (FTC) in connection with Teva’s pending acquisition of IVAX. The parties have been working with the FTC staff since shortly after the announcement of the transaction and intend to respond promptly to the second request.

The effect of the second request is to extend the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (HSR) waiting period until thirty days after the parties have substantially complied with the request, unless that period is terminated sooner by the FTC. The companies continue to expect that the transaction will close in late 2005 or early 2006, following completion of the HSR clearance process, the obtaining of the other required antitrust approvals and the satisfaction of all other closing conditions contained in the merger agreement between the parties.

Each company has scheduled a special shareholders meeting on October 27, 2005 to vote on the transaction.

**About Teva**

Teva Pharmaceutical Industries Ltd., headquartered in Israel, is among the top 20 pharmaceutical companies and among the largest generic pharmaceutical companies in the world. The company develops, manufactures and markets generic and innovative human pharmaceuticals and active pharmaceutical ingredients. Close to 90% of Teva's sales are in North America and Europe. Teva's innovative R&D focuses on developing novel drugs for diseases of the central nervous system.

**About IVAX**

IVAX Corporation, headquartered in Miami, Florida, discovers, develops, manufactures, and markets branded and brand equivalent (generic) pharmaceuticals and veterinary products in the U.S. and internationally.

**Safe Harbor Statement under the U.S. Private Securities Litigation Reform Act of 1995:**

*The statements, analyses and other information contained herein relating to the proposed merger and the contingencies and uncertainties to which Teva and IVAX may be subject, as well as other statements including words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "will," "should," "may" and other similar expressions, are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Such statements are made based upon management's current expectations and beliefs concerning future events and their potential effects on the company.*

*Actual results may differ materially from the results anticipated in these forward-looking statements. Important factors that could cause or contribute to such differences include whether and when the proposed acquisition will be consummated and the terms of any conditions imposed in connection with such closing, including any required divestitures in connection with obtaining antitrust approvals, Teva's ability to rapidly integrate IVAX's operations and achieve expected synergies, diversion of management time on merger-related issues, Teva and IVAX's ability to successfully develop and commercialize additional pharmaceutical products, the introduction of competitive generic products, the impact of competition from brand-name companies that sell or license their own generic products (so called "authorized generics") or successfully extend the exclusivity period of their branded products, the effects of competition on Copaxone® sales, regulatory changes that may prevent Teva or IVAX from exploiting exclusivity periods, potential liability for sales of generic products prior to completion of appellate litigation, including that relating to Neurontin® and Allegra®, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry, the difficulty of predicting U.S. Food and Drug Administration, European Medicines Association and other regulatory authority approvals, the regulatory environment and changes in the health policies and structure of various countries, Teva's ability to successfully identify, consummate and integrate acquisitions, exposure to product liability claims, dependence on patent and other protections for innovative products, significant operations outside the United States that may be adversely affected by terrorism or major hostilities, fluctuations in currency, exchange and interest rates, operating results and other factors that are discussed in Teva's Annual Report on Form 20-F, IVAX's Annual Report on Form 10-K and their other filings with the U.S. Securities and Exchange Commission. Forward-looking statements speak only as of the date on which they are made, and neither Teva nor IVAX undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.*

*This communication is being made in respect of the proposed merger involving Teva and IVAX. In connection with the proposed merger, Teva has filed a registration statement on Form F-4 containing a proxy statement/prospectus for the shareholders of Teva and IVAX, and IVAX has filed a proxy statement for the shareholders of IVAX with the SEC. **Before making any voting or investment decision, IVAX's and Teva's shareholders and investors are urged to read the proxy statement/prospectus regarding the merger and any other relevant documents carefully in their entirety because they contain important information about the proposed transaction. The registration statement containing the proxy statement/prospectus and other documents are available free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov). You may also obtain the proxy statement/prospectus and other documents free of charge by contacting IVAX Investor Relations at (305) 575-6000 or Teva Investor Relations at 972-3-926-7554.***

*Teva, IVAX and their respective directors and executive officers and other members of management and employees may be deemed to participate in the solicitation of proxies in respect of the proposed transactions. Information regarding IVAX's directors and executive officers is available in IVAX's proxy statement for its 2004 annual meeting of stockholders, which was filed with the SEC on May 2, 2005, and information regarding Teva's directors and executive officers is available in Teva's Annual Report on Form 20-F for the year ended December 31, 2004, which was filed with the SEC on March 17, 2005.*

*Additional information regarding the interests of such potential participants is included in the proxy statement/prospectus and the other relevant documents filed with the SEC.*