

Edgar Filing: MYLAN LABORATORIES INC - Form 10-Q/A

MYLAN LABORATORIES INC
Form 10-Q/A
December 03, 2004

=====

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

FORM 10-Q/A
AMENDMENT NO. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended SEPTEMBER 30, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-9114

MYLAN LABORATORIES INC.

(Exact name of registrant as specified in its charter)

| | |
|----------------|---------------------|
| Pennsylvania | 25-1211621 |
| (State of | (I.R.S. Employer |
| incorporation) | Identification No.) |

1500 Corporate Drive
Canonsburg, Pennsylvania 15317
(Address of principal executive offices)
(Zip Code)

(724) 514-1800

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| CLASS OF COMMON STOCK | OUTSTANDING AT NOVEMBER 1, 2004 |
|--------------------------|------------------------------------|
|--------------------------|------------------------------------|

Edgar Filing: MYLAN LABORATORIES INC - Form 10-Q/A

\$0.50 par value

269,103,475
=====

EXPLANATORY NOTE

Pursuant to this Form 10-Q/A, the registrant amends and restates "Part II - Item 6" (Exhibits and Reports on Form 8-K) in its entirety to add certain exhibits to subpart(a) that were inadvertently omitted from the original filing. Other than the foregoing and the new certifications of the CEO and CFO of the registrant, as required by Rule 12b-15 under the Securities Exchange Act of 1934, no other changes have been made to the Form 10-Q for the quarterly period ended September 30, 2004. In order to preserve the nature and character of the disclosures set forth in such Form 10-Q as originally filed, this Amendment No. 1 does not reflect events occurring after the filing of the original Quarterly Report on Form 10-Q on November 8, 2004, or modify or update the disclosures presented in the original Quarterly Report on Form 10-Q, except to reflect the revisions as described above.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

- 2.1 Agreement and Plan of Merger dated as of July 23, 2004 by and among the registrant, Summit Merger Corporation and King Pharmaceuticals, Inc., filed as Exhibit 99.1 to the Report on Form 8-K filed with the SEC on July 26, 2004, and incorporated herein by reference.
- 3.1 Amended and Restated Articles of Incorporation of the registrant, as amended to date, filed as Exhibit 3.1 to the Form 10-Q for the quarterly period ending June 30, 2003, and incorporated herein by reference.
- 3.2 Bylaws of the registrant, as amended to date, filed as Exhibit 3.2 to the Form 10-Q for the quarterly period ending September 30, 2003, and incorporated herein by reference.
- 4.1(a) Rights Agreement dated as of August 22, 1996, between the registrant and American Stock Transfer & Trust Co., filed as Exhibit 4.1 to Form 8-K filed with the SEC on September 3, 1996, and incorporated herein by reference.
- 4.1(b) Amendment to Rights Agreement dated as of November 8, 1999, between the registrant and American Stock Transfer & Trust Co., filed as Exhibit 1 to Form 8-A/A filed with the SEC on March 31, 2000, and incorporated herein by reference.
- 10.27 Executive Employment Agreement, dated as of July 1, 2004, between the registrant and Edward J. Borkowski.
- 10.28 Executive Employment Agreement, dated as of July 1, 2004, between the registrant and Louis J. DeBone.
- 10.29 Executive Employment Agreement, dated as of July 1, 2004, between the registrant and John P. O'Donnell.

Edgar Filing: MYLAN LABORATORIES INC - Form 10-Q/A

- 10.30 Executive Employment Agreement, dated as of July 1, 2004, between the registrant and Stuart A. Williams.
- 10.31 Form of Indemnification Agreement between the registrant and each Director of 10.31 the registrant.
- 31.1 Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

b. Reports on Form 8-K

On July 2, 2004, the Company filed a Report on Form 8-K regarding a motion filed with the U.S. Court of Appeals for the D.C. Circuit.

On July 26, 2004, the Company filed a Report on Form 8-K announcing the Company had entered into an Agreement and Plan of Merger to acquire King Pharmaceuticals, Inc.

2

On July 26, 2004, the Company filed a Report on Form 8-K announcing earnings for the three months ended June 30, 2004.

On August 16, 2004, the Company filed a Report on Form 8-K regarding an amendment to the Rights Agreement between the Company and American Stock Transfer & Trust Company.

On August 18, 2004, the Company filed a Report on Form 8-K regarding an update in its fentanyl litigation pending in the U.S. District Court for the District of Columbia.

On August 30, 2004, the Company filed a Report on Form 8-K regarding an update in its "authorized generics" lawsuit against the FDA pending in the U.S. District Court for the Northern District of West Virginia.

On September 9, 2004, the Company filed a Report on Form 8-K regarding a further amendment to the Rights Agreement between the Company and American Stock Transfer & Trust Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report on Form 10-Q/A for the quarterly period ended September 30, 2004, to be signed on its behalf by the undersigned thereunto duly authorized.

MYLAN LABORATORIES INC.

Edgar Filing: MYLAN LABORATORIES INC - Form 10-Q/A

December 2, 2004

/s/ Edward J. Borkowski

Edward J. Borkowski
Chief Financial Officer

3

EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|---|
| 2.1 | Agreement and Plan of Merger dated as of July 23, 2004 by and among the registrant, Summit Merger Corporation and King Pharmaceuticals, Inc., filed as Exhibit 99.1 to the Report on Form 8-K filed by the registrant on July 26, 2004, and incorporated herein by reference. |
| 3.1 | Amended and Restated Articles of Incorporation of the registrant, as amended to date, filed as Exhibit 3.1 to the Form 10-Q for the quarterly period ending June 30, 2003, and incorporated herein by reference. |
| 3.2 | Bylaws of the Registrant, as amended to date, filed as Exhibit 3.2 to the Form 10-Q for the quarterly period ending September 30, 2003, and incorporated herein by reference. |
| 4.1(a) | Rights Agreement dated as of August 22, 1996, between the registrant and American Stock Transfer & Trust Co., filed as Exhibit 4.1 to Form 8-K filed with the SEC on September 3, 1996, and incorporated herein by reference. |
| 4.1(b) | Amendment to Rights Agreement dated as of November 8, 1999, between the registrant and American Stock Transfer & Trust Co., filed as Exhibit 1 to Form 8-A/A filed with the SEC on March 31, 2000, and incorporated herein by reference. |
| 10.27 | Executive Employment Agreement, dated as of July 1, 2004, between the registrant and Edward J. Borkowski. |
| 10.28 | Executive Employment Agreement, dated as of July 1, 2004, between the registrant and Louis J. DeBone. |
| 10.29 | Executive Employment Agreement, dated as of July 1, 2004, between the registrant and John P. O'Donnell. |
| 10.30 | Executive Employment Agreement, dated as of July 1, 2004, between the registrant and Stuart A. Williams. |
| 10.31 | Form of Indemnification Agreement between the registrant and each Director of the registrant. |
| 31.1 | Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |

Edgar Filing: MYLAN LABORATORIES INC - Form 10-Q/A

- 31.2 Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

- 32 Certification of CEO and CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.