

KING PHARMACEUTICALS INC
Form POSASR
February 18, 2011

As filed with the Securities and Exchange Commission on February 18, 2011

Registration No. 333-135285

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KING PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

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Tennessee
(State or Other Jurisdiction of

54-1684963
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

501 Fifth Street

Bristol, Tennessee
(Address of Principal Executive Offices)

37620
(Zip Code)

Brian A. Markison

King Pharmaceuticals, Inc.

501 Fifth Street

Bristol, Tennessee 37620

(Name and Address of Agent For Service)

(423) 989-8000

(Telephone Number, Including Area Code, of Agent For Service)

(Approximate date of commencement of proposed sale to the public: Not Applicable.)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS

Name of Additional Registrant	Address of Principal Executive Offices	State Incorporation	I.R.S. Employer
			Identification Number
Monarch Pharmaceuticals, Inc.	501 Fifth Street	Tennessee	62-1643136
Parkedale Pharmaceuticals, Inc.	Bristol, Tennessee 37620 1200 Parkdale Road	Michigan	38-3389975
King Pharmaceuticals Research and Development, Inc.	Rochester, Michigan 48307 4000 CentreGreen Way	Delaware	95-3318451
Meridian Medical Technologies, Inc.	Cary, North Carolina 27513 6350 Stevens Forest Road	Delaware	52-0898764
	Suite 301		
King Pharmaceuticals of Nevada, Inc.	Columbia, Maryland 21046 501 Fifth Street	Nevada	88-0348662
	Bristol, Tennessee 37620		

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") relates to the Registration Statement on Form S-3, Registration No. 333-135285, (the "Registration Statement") pertaining to the registration of \$400,000,000 of 4% Convertible Senior Notes (the "Convertible Notes") of King Pharmaceuticals, Inc. (the "Company"), the common stock, no par value, of the Company (the "Common Stock") into which such notes are convertible, rights to purchase preferred stock and guarantees of the Convertible Notes, which was originally filed with the Securities and Exchange Commission on June 26, 2006.

On January 31, 2011, Pfizer Inc. ("Pfizer"), through its wholly-owned subsidiary, Parker Tennessee Corp. ("Merger Sub"), acquired approximately 92.5% of the outstanding shares of the Common Stock following the successful completion of a tender offer (the "Tender Offer") for all of the outstanding shares of Common Stock. Pursuant to the Agreement and Plan of Merger, dated as of October 11, 2010, among Pfizer, the Company, and Merger Sub, Pfizer intends to complete its acquisition of the Company by effecting a short form merger (the "Merger") on or about February 28, 2011 in accordance with the provisions of the Tennessee Business Corporation Act. Pursuant to the Merger, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of Pfizer. Each share of the Common Stock outstanding immediately prior to the effective time of the Merger that was not accepted for payment pursuant to the Tender Offer (other than shares held by Pfizer or any subsidiary of Pfizer, including Merger Sub, which shares will be cancelled without any conversion) will, at the effective time of the Merger, be converted into the right to receive \$14.25 per share net to the shareholder in cash, without interest and less any required withholding taxes.

As a result of the pending Merger, the Company has terminated any offering of the Company's securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Company hereby removes from registration all of such securities of the Company registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bridgewater, State of New Jersey, on this 18th day of February, 2011.

KING PHARMACEUTICALS, INC.

By: /s/ Brian A. Markison
Name: Brian A. Markison
Title: President and Chief Executive Officer

MONARCH PHARMACEUTICALS, INC.

By: /s/ Brian A. Markison
Name: Brian A. Markison
Title: President and Chief Executive Officer

PARKEDALE PHARMACEUTICALS, INC.

By: /s/ Brian A. Markison
Name: Brian A. Markison
Title: President and Chief Executive Officer

**KING PHARMACEUTICALS RESEARCH
AND DEVELOPMENT, INC.**

By: /s/ Brian A. Markison
Name: Brian A. Markison
Title: President and Chief Executive Officer

MERIDIAN MEDICAL TECHNOLOGIES, INC.

By: /s/ Brian A. Markison
Name: Brian A. Markison
Title: Chief Executive Officer

**KING PHARMACEUTICALS OF
NEVADA, INC.**

By: King Pharmaceuticals, Inc.
(as successor in interest to King

Pharmaceuticals of Nevada, Inc.)

By: /s/ Brian A. Markison
Name: Brian A. Markison
Title: President and Chief Executive

Officer

