

ENDO PHARMACEUTICALS HOLDINGS INC  
Form 8-K  
April 07, 2009

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

**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): April 7, 2009 (April 1, 2009)**

**Endo Pharmaceuticals Holdings Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-15989**  
**(Commission File Number)**

**13-4022871**  
**(I.R.S. Employer**

**Identification No.)**

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100 Endo Boulevard, Chadds Ford, PA  
(Address of principal executive offices)

19317  
(Zip Code)

Registrant's telephone number, including area code (610) 558-9800

**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:

- 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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On April 1, 2009, the Registrant's wholly-owned subsidiary, Endo Pharmaceuticals Inc. ( Endo ) and Ventiv Commercial Services, LLC ( Ventiv ) (collectively, the Parties ) amended the Sales Representative Services Agreement between the Parties dated as of April 1, 2008 (the April 2009 Amendment ). Under the terms of the April 2009 Amendment, the Parties modified the termination rights allowing Endo to terminate the Sales Representative Service Agreement, at our sole discretion, at any time upon 30 days prior written notice.

The foregoing description of the April 2009 Amendment does not purport to be complete and is qualified in its entirety to the full text of the 2009 Amendment, a copy of which is filed hereto as exhibit 10.18.3.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions*

Not applicable.

(d) *Exhibits.*

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.31.2*                  | Amendment to the Sales Representative Service Agreement, dated as of April 1, 2009 between Endo Pharmaceuticals Inc. and Ventiv Commercial Services, LLC  |
| *                         | Confidential portions of this exhibit (indicated by asterisks) have been redacted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended. |

**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, hereunto duly authorized.

ENDO PHARMACEUTICALS HOLDINGS INC.

(Registrant)

By: /s/ CAROLINE B. MANOGUE

Name: Caroline B. Manogue

Title: Executive Vice President, Chief Legal Officer &  
Secretary

Dated: April 7, 2009

**INDEX TO EXHIBITS**

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