

ENDO PHARMACEUTICALS HOLDINGS INC
Form SC 13D/A
October 17, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Endo Pharmaceuticals Holdings Inc.

(Name of Issuer)

Common Stock

\$.01 par value per share

(Title of Class of Securities)

29264F 20 5

(CUSIP Number)

James J. Connors, II

Endo Pharma LLC

320 Park Avenue

New York, New York 10022

(212) 751-3939

with a copy to:

Eileen T. Nugent, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

4 Times Square

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New York, New York 10036-6522

(212)735-3000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 12, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

TABLE OF CONTENTS

Item 5. Interest in Securities of the Issuer.

SIGNATURE

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Kelso Equity Partners V, L.P. 13-378-7708
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--|
| | 7. | Sole Voting Power None |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power 18,751,290 |
| | 9. | Sole Dispositive Power None |
| | 10. | Shared Dispositive Power 18,751,290 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
18,751,290
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
14.1%
 14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Kelso Partners V, L.P. 13-372-8773
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|--|
| | 7. | Sole Voting Power None |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power 17,295,946 |
| | 9. | Sole Dispositive Power None |
| | 10. | Shared Dispositive Power 17,295,946 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
17,295,946
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.0%
 14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Philip E. Berney
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | | | |
|---|-----|--|--|
| | 7. | Sole Voting Power None | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power 18,751,290 | |
| | 9. | Sole Dispositive Power None | |
| | 10. | Shared Dispositive Power 18,751,290 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
18,751,290
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14.1%
 14. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frank K. Bynum, Jr.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | | |
|---|-----|--|
| | 7. | Sole Voting Power None |
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14.1%
 14. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James J. Connors, II
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
U.S.A.

| | | |
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| | 7. | Sole Voting Power None |
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14. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
Michael B. Goldberg
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|---|
| (a) | o |
| (b) | y |
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
U.S.A.

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| | 7. | Sole Voting Power None |
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| | 10. | Shared Dispositive Power 18,751,290 |

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14.1%
14. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frank J. Loverro
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | | | |
|---|-----|--|--|
| | 7. | | Sole Voting Power None |
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| | 9. | | Sole Dispositive Power None |
| | 10. | | Shared Dispositive Power 18,751,290 |
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14.1%
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
George E. Matelich
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|---|
| (a) | o |
| (b) | y |
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization
U.S.A.

| | | |
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| | 10. | Shared Dispositive Power 18,751,290 |

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14.1%
14. Type of Reporting Person (See Instructions)
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Frank T. Nickell
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
U.S.A.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Joseph S. Schuchert
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
U.S.A.

| | | |
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| | 10. | Shared Dispositive Power 18,751,290 |

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14. Type of Reporting Person (See Instructions)
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David I. Wahrhaftig
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
N/A
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
U.S.A.

| | | |
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Thomas R. Wall, IV
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
N/A
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | | |
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14.1%
 14. Type of Reporting Person (See Instructions)
IN

This Amendment No. 3 to Schedule 13D (this Amendment) amends and supplements the Schedule 13D filed by Endo Pharma LLC, a limited liability company organized under the laws of the State of Delaware (Endo LLC), and the other reporting persons named therein with the Securities Exchange Commission (SEC) on July, 17, 2000, as amended by Amendment No. 1 filed with the SEC on February 11, 2003, as amended by Amendment No. 2 filed with the SEC on September 22, 2005 (together, the Filing), with respect to the common stock, par value \$.01 per share (the Common Stock), of Endo Pharmaceuticals Holdings Inc. (the Issuer or Endo). Capitalized terms used herein which are not defined herein have the meanings given to them in the Filing. The main purpose of this Amendment is to amend and supplement the information contained in Item 5 of the Filing. Except as set forth below, all previous Items of the Filing remain unchanged.

Item 5. Interest in Securities of the Issuer

Item 5(a)-(b) is hereby amended and restated in its entirety to read as follows:

Endo LLC

As of October 12, 2005, the aggregate number of shares of Common Stock that Endo LLC has the sole power to vote or to direct the vote of (and as a result, may, under Rule 13d-3 under the Exchange Act, be deemed the beneficial owner of) is 22,425,792.

This represents approximately 16.9% of the 132,707,620 shares of Common Stock outstanding as of October 12, 2005.

All Other Filing Persons

Because of their direct or indirect ownership of the majority of the Units of Endo LLC, each of KIA V, KEP V, KP V and the Kelso General Partners may be deemed as possessing the shared power to vote or to direct the vote (and as a result, may under Rule 13d-3 under the Exchange Act, be deemed the beneficial owner of) an aggregate of 18,751,290 shares of Common Stock (17,295,946 shares of Common Stock in the case of KP V). This number of shares represents approximately 14.1% (13.0% in the case of KP V) of the 132,707,620 shares of such Common Stock outstanding as of October 12, 2005. However, all such Filing Persons, other than Endo LLC, disclaim beneficial ownership of such shares of Common Stock.

Item 5(c) is hereby amended by adding the following after the last paragraph under Endo LLC Common Stock Sales :

On October 12, 2005, Endo LLC and certain other selling stockholders, including certain directors, officers and employees of Endo, sold by way of an underwritten secondary offering 33,350,000 shares of Common Stock of the Issuer. 21,261,905 shares of Common Stock of the Issuer were sold by Endo LLC in the offering. Additionally, Endo LLC, in satisfaction of its contractual obligations under the Endo Pharma LLC 1997 Executive and Employee Stock Options Plans and Endo Pharma LLC 2000 Supplemental Executive and Employee Stock Option Plans, transferred 19,496,587 shares of Common Stock held by it to certain executives and employees of the Issuer in connection with the exercise of options held by such executives and employees, 11,832,216 shares of which were sold in the offering.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 14, 2005

ENDO PHARMA, LLC

By: /s/ JEFFREY R. BLACK
Name: Jeffrey R. Black
Title: Chief Financial Officer

KELSO INVESTMENT ASSOCIATES V, L.P.
BY: Kelso Partners V, L.P., its General Partner

By: /s/ MICHAEL B. GOLDBERG
General Partner

KELSO EQUITY PARTNERS V, L.P.

By: /s/ MICHAEL B. GOLDBERG
General Partner

KELSO PARTNERS V, L.P.

By: /s/ MICHAEL B. GOLDBERG
General Partner

*

Philip E. Berney

*

Frank K. Bynum, Jr.

/s/ JAMES J. CONNORS
James J. Connors, II

*

Michael B. Goldberg

*

Frank J. Loverro

*

George E. Matelich

*

*

Joseph S. Schuchert

*

David I. Wahrhaftig

*

Thomas R. Wall, IV

* The undersigned, by signing his name hereto, executes this Schedule pursuant to the Power of Attorney executed on behalf of the above-named entities and individuals and filed herewith.

By: /s/ JAMES J. CONNORS
James J. Connors, II
Attorney-in-Fact

Exhibit Index

| Exhibit | Description |
|---------|--|
| 1.* | Form of Exchange Agreement, by and between Endo Pharmaceuticals Holdings Inc. (Endo) and the stockholders party thereto |
| 2.* | Endo Warrant, dated as of July 17, 2000, issued by Endo to Endo Pharma LLC (Endo LLC) |
| 3.* | Pre-Merger Warrant Agreement, dated as of July 17, 2000, by and between Endo and United States Trust Company of New York, as warrant agent |
| 4.* | Letter Agreement, dated as of November 26, 1999, by and among Algos Pharmaceutical Corporation, Endo, Kelso Investment Associates V, L.P. (KIA V) and Kelso Equity Partners V, L.P. (KEP V) |
| 5.* | Limited Liability Company Agreement of Endo LLC, dated as of July 14, 2000, by and among the persons party thereto and each of their Permitted Transferees (as defined therein) |
| 6.* | Amended and Restated Executive Stockholders Agreement, dated as of July 14, 2000, by and among Endo, Endo LLC, KIA V, KEP V and the Management Stockholders (as defined therein) |
| 7.* | Amended and Restated Employee Stockholders Agreement, dated as of July 14, 2000, by and among Endo, Endo LLC, KIA V, KEP V and the Employee Stockholders (as defined therein) |
| 8.* | Endo Pharma LLC Amended and Restated 1997 Employee Stock Option Plan |
| 9.* | Endo Pharma LLC Amended and Restated 1997 Executive Stock Option Plan |
| 10.* | Endo Pharma LLC 2000 Supplemental Employee Option Plan |
| 11.* | Endo Pharma LLC 2000 Supplemental Executive Option Plan |
| 12.* | Tax Sharing Agreement, dated as of July 17, 2000, by and among Endo, Endo Inc. and Endo LLC |
| 13.* | Treasury Agreement, dated as of July 17, 2000, by and between Endo and Endo LLC |
| 14.* | Registration Rights Agreement, dated as of July 17, 2000, by and between Endo and Endo LLC |
| 15.* | Joint Filing Agreement, dated as of July 26, 2000 |
| 16.* | Powers of Attorney |
| 17.** | Amended and Restated Employee Stockholders Agreement, dated June 5, 2003, by and among Endo, Endo LLC, KIA V, KEP V and the Employee Stockholders (as defined therein) (incorporated herein by reference to Exhibit 10.2 of Amendment No. 2 to the Form S-3 Registration Statement (Registration No. 333-105338) filed by Endo with the Commission on July 1, 2003) |
| 18.** | Amendment to the Registration Rights Agreement, dated June 30, 2003, by and between Endo and Endo LLC (incorporated herein by reference to Exhibit 10.1 of Amendment No. 2 to the Form S-3 Registration Statement (Registration No. 333-105338) filed by Endo with the Commission on July 1, 2003) |

- 19.** Amended and Restated Executive Stockholders Agreement, dated July 7, 2003, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 4.1 of Form 10Q for the Quarter ended June 30, 2003, filed by Endo with the Commission on August 14, 2003)
- 20.** Shelf Registration Agreement, dated April 30, 2004, by and between Endo and Endo LLC (incorporated herein by reference to Exhibit 10.2 of Amendment No. 1 to the Form S-3 Registration Statement (Registration No. 333-115032) filed by Endo with the Commission on June 10, 2004)
- 21.** Amended and Restated Tax Sharing Agreement, dated April 30, 2004, by and among Endo, Endo Pharmaceuticals Inc (f/k/a Endo Inc.) and Endo LLC (incorporated herein by reference to Exhibit 10.6 of Form 10Q for the Quarter ended March 31, 2004, filed by Endo with the Commission on May 10, 2004)
- 22.** Amendment to the Shelf Registration Agreement, dated June 10, 2004, by and between Endo and Endo LLC (incorporated herein by reference to Exhibit 10.3 of Amendment No. 1 to the Form S-3 Registration Statement (Registration No. 333-115032) filed by Endo with the Commission on June 10, 2004)
- 23.** Amendment to the Amended and Restated Employee Stockholders Agreement, dated June 28, 2004, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 4.2 of Form 10Q for the Quarter ended September 30, 2004, filed by Endo with the Commission on November 5, 2004)
- 24.** Amendment to the Amended and Restated Executive Stockholders Agreement, dated June 28, 2004, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 4.1 of Form 10Q for the Quarter ended September 30, 2004, filed by Endo with the Commission on November 5, 2004)
- 25.** Consent and Release, dated September 20, 2005, by and among Endo, Endo LLC, KIA V, KEP V and certain Employee Stockholders (as defined therein) signatory thereto (incorporated herein by reference to Exhibit 99.1 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 26.** Amendment 2 to the Amended and Restated Employee Stockholders Agreement, dated September 20, 2005, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 99.2 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 27.** Amendment 2 to the Amended and Restated Executive Stockholders Agreement, dated September 20, 2005, by and among Endo, Endo LLC, KIA V, KEP V and certain Amending Stockholders (as defined therein) (incorporated herein by reference to Exhibit 99.3 of Form 8-K, filed by Endo with the Commission on September 21, 2005)
- 28.** Shelf Registration Agreement, dated September 21, 2005, by and between Endo, Endo LLC and certain Stockholders (as defined therein) (incorporated herein by reference to Exhibit 99.4 of Form 8-K, filed by Endo with the Commission on September 21, 2005)

* Previously filed on Schedule 13D, dated July 17, 2000

** Previously filed on Amendment 2 to Schedule 13D, dated September 20, 2005