

ENDO PHARMACEUTICALS HOLDINGS INC
Form SC 13D/A
October 01, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 11)*

ENDO Pharmaceuticals Holdings Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class Securities)

29264F205

D. E. Shaw & Co., L.P.
Attn: Compliance Department
120 West Forty-Fifth Street
Floor 39, Tower 45
New York, NY 10036
212-478-0000

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

September 27, 2010

(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.

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, as amended (the "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).

CUSIP No. 29264F205

1 Name of Reporting Person.
I.R.S. IDENTIFICATION

D. E. Shaw Valence Portfolios, L.L.C.
FEIN 13-4046559

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)

WC

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

Number of
Shares

-0-

8 Shared Voting Power

Beneficially

Owned by

5,083,041

Each

9 Sole Dispositive Power

Reporting

Person With

-0-

10 Shared Dispositive Power

5,083,041

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,083,041

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

4.4%

14 Type of Reporting Person (See Instructions)

OO

CUSIP No. 29264F205

1 Name of Reporting Person.
I.R.S. IDENTIFICATION

D. E. Shaw & Co., L.P.
FEIN 13-3695715

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)

AF

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

Number of
Shares
Beneficially

-0-

8 Shared Voting Power

Owned by
Each

5,093,056

9 Sole Dispositive Power

Reporting
Person With

-0-

10 Shared Dispositive Power

5,093,056

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,093,056

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

4.4%

14 Type of Reporting Person (See Instructions)

IA, PN

CUSIP No. 29264F205

1 Name of Reporting Person.
I.R.S. IDENTIFICATION

David E. Shaw

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)

AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

Number of
Shares

-0-

8 Shared Voting Power

Beneficially

Owned by

5,093,056

9 Sole Dispositive Power

Each

Reporting

Person With

-0-

10 Shared Dispositive Power

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

4.4%

14 Type of Reporting Person (See Instructions)

IN

AMENDMENT NO. 11 TO SCHEDULE 13D

This Amendment No. 11 to Schedule 13D amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 30, 2007, as amended by Amendment No. 1 to Schedule 13D filed with the SEC on October 12, 2007, by Amendment No. 2 to Schedule 13D filed with the SEC on November 21, 2007, by Amendment No. 3 to Schedule 13D filed with the SEC on December 21, 2007, by Amendment No. 4 to Schedule 13D filed with the SEC on February 28, 2008, by Amendment No. 5 to Schedule 13D filed with the SEC on May 2, 2008, by Amendment No. 6 to Schedule 13D files with the SEC on February 17, 2009, by Amendment No. 7 to Schedule 13D filed with the SEC on March 11, 2009, by Amendment No. 8 to Schedule 13D filed with the SEC on August 28, 2009, by Amendment No. 9 to Schedule 13D filed with the SEC on October 15, 2009, and by Amendment No. 10 to Schedule 13D filed with the SEC on March 23, 2010 (as amended, the "Schedule 13D"). Capitalized terms used herein which are not defined herein have the meanings given to such terms in the Schedule 13D. Except as otherwise provided herein, all Items of the Schedule 13D remain unchanged.

Item 5. Interest in Securities of the Issuer

Item 5 of the 13D is hereby supplemented as follows:

(a), (b) Based upon the Issuer's Form 10-Q, filed with the Securities and Exchange Commission on August 2, 2010, there were 115,414,861 Common Shares issued and outstanding as of July 22, 2010. The 5,083,041 Common Shares beneficially owned by Valence (the "Valence Shares") represent approximately 4.4% of the Common Shares issued and outstanding. The 5,093,056 Common Shares beneficially owned by DESCO LP (the "Subject Shares") represent approximately 4.4% of the Common Shares issued and outstanding. The Subject Shares are comprised of (i) the Valence Shares, (ii) 10 Common Shares beneficially owned by Synoptic (the "Synoptic Shares"), (iii) 3,778 Common Shares beneficially owned by D. E. Shaw Oculus Portfolios, L.L.C., a Delaware limited liability company ("Oculus") (the "Oculus Shares"), (iv) 3,827 Common Shares beneficially owned by D. E. Shaw Heliant Portfolios, L.L.C., a Delaware limited liability company ("Heliant") (the "Heliant Shares"), and (iv) 2,400 Common Shares under the management of DESIM LLC (the "DESIM Shares").

Valence has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the Valence Shares. Synoptic has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the Synoptic Shares. Oculus has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the Oculus Shares. Heliant has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the Heliant Shares. DESIM LLC has the power to vote or to direct the vote of (and the power to dispose or direct the disposition of) the DESIM Shares. Valence disclaims beneficial ownership of the Synoptic Shares, Oculus Shares, Heliant Shares, and DESIM Shares; Synoptic disclaims beneficial ownership of the Valence Shares, Oculus Shares, Heliant Shares, and DESIM Shares; Oculus disclaims beneficial ownership of the Valence Shares, Synoptic Shares, Heliant Shares, and DESIM Shares; Heliant disclaims beneficial ownership of the Valence Shares, Synoptic Shares, Oculus Shares, and DESIM Shares; and DESIM LLC disclaims beneficial ownership of the Valence Shares, Synoptic Shares, Oculus Shares, and Heliant Shares.

DESCO LP, as managing member and investment adviser of Valence, investment adviser of Synoptic and Oculus, and managing member of DESIM LLC and D. E. Shaw Heliant Adviser, L.L.C., the investment adviser of Heliant, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Valence Shares, Synoptic Shares, Oculus Shares, Heliant Shares, and DESIM Shares. DESCO LLC, as the managing member of Synoptic, Oculus, and Heliant, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Synoptic Shares, Oculus Shares, and Heliant Shares. As managing member of DESCO LLC, DESCO II Inc. may be deemed to have the shared power to vote or to direct the vote of (and the shared power to dispose or direct the disposition of) the Synoptic Shares, Oculus Shares, and Heliant Shares. As general partner of DESCO LP, DESCO Inc. may be deemed to have the shared power to vote or to direct the vote of (and the shared power to dispose or direct the disposition of) the Valence Shares, Synoptic Shares, Oculus Shares, Heliant Shares, and DESIM Shares. None of DESCO LP, DESCO LLC, DESCO Inc., or DESCO II Inc. owns any Common Shares directly, and each such entity disclaims beneficial ownership of the Subject Shares.

David E. Shaw does not own any shares directly. By virtue of David E. Shaw's position as President and sole shareholder of DESCO Inc., which is the general partner of DESCO LP, which in turn is the managing member and investment adviser of Valence, the investment adviser of Synoptic and Oculus, and the managing member of DESIM LLC and D. E. Shaw Heliant Adviser, L.L.C., the investment adviser of Heliant, and by virtue of David E. Shaw's position as President and sole shareholder of DESCO II Inc., which is the managing member of DESCO LLC, which in turn is the managing member of Synoptic, Oculus, and Heliant, David E. Shaw may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Subject Shares. David E. Shaw disclaims beneficial ownership of the Subject Shares.

As of the date hereof, neither any Reporting Person nor, to the best knowledge of any Reporting Person, any of the persons set forth in Item 2 owns any Common Shares other than those set forth in this Item 5.

(c) The trading dates, number of Common Shares purchased or sold, and the price per share for all transactions by the Reporting Persons in the Common Shares from July 30, 2010 through September 30, 2010, which were all brokered transactions, are set forth below:

Name	Date	Price per Share ¹	Number of Shares Purchased/(Sold)
Heliant	8/10/2010	25.732	200
Oculus	8/10/2010	25.733	800
Oculus	8/10/2010	25.734	(33,397)
Synoptic	8/10/2010	25.775	3,722
Synoptic	8/10/2010	25.786	(2,528)

1 Where weighted average price is used for the reported transactions, the reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission, full information regarding the number of shares purchased or sold at each separate price.

2 A weighted average price based on prices ranging from \$25.48 to \$25.98.

3 A weighted average price based on prices ranging from \$25.48 to \$25.95.

4 A weighted average price based on prices ranging from \$25.38 to \$25.97.

5 A weighted average price based on prices ranging from \$25.41 to \$26.04.

6 A weighted average price based on prices ranging from \$25.61 to \$26.03.

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Name	Date	Price per Share ¹	Number of Shares Purchased/(Sold)
Oculus	8/11/2010	25.157	(2,030)
Synoptic	8/11/2010	25.188	1,301
Synoptic	8/11/2010	25.269	(1,920)
Synoptic	8/12/2010	25.0310	(800)
Synoptic	8/12/2010	25.1011	817
Synoptic	8/13/2010	24.8712	900
Synoptic	8/13/2010	24.9113	(406)
DESIM	8/16/2010	24.9714	(200)
Heliant	8/16/2010	24.99	100
Synoptic	8/16/2010	25.0315	(546)
Synoptic	8/16/2010	25.0616	138
DESIM	8/17/2010	25.6417	(1,100)
Heliant	8/17/2010	25.7818	200
Oculus	8/17/2010	26.12	100
Synoptic	8/17/2010	25.8119	(2,306)
Synoptic	8/17/2010	25.8420	2,186
Synoptic	8/17/2010	26.1821	(1,100)
DESIM	8/18/2010	28.2822	(2,102)
DESIM	8/18/2010	28.8623	(200)
Heliant	8/18/2010	28.1624	200
Oculus	8/18/2010	28.3025	400
Oculus	8/18/2010	28.6726	(4,900)
Synoptic	8/18/2010	27.7927	4,900
Synoptic	8/18/2010	27.9528	(9,071)
Synoptic	8/18/2010	28.4929	14,523
Synoptic	8/18/2010	28.5930	(7,548)
Synoptic	8/18/2010	29.0931	102
Valence	8/18/2010	26.9432	(25,100)
Valence	8/18/2010	28.1633	(74,900)
Valence	8/18/2010	29.0734	(2,700)
DESIM	8/19/2010	28.8735	(1,581)
Heliant	8/19/2010	28.5936	500
Oculus	8/19/2010	28.7337	2,200
Oculus	8/19/2010	29.0138	(1,300)
Synoptic	8/19/2010	28.7539	5,086
Synoptic	8/19/2010	28.8940	(6,974)
Valence	8/19/2010	28.5741	(100,000)
DESIM	8/20/2010	28.9742	(1,000)
Oculus	8/20/2010	28.9243	(700)
Oculus	8/20/2010	29.20	100
Synoptic	8/20/2010	28.9544	4,038
Synoptic	8/20/2010	28.9745	(4,398)
Valence	8/20/2010	29.0546	(98,400)
DESIM	8/23/2010	29.1747	(300)
Heliant	8/23/2010	29.2748	300
Oculus	8/23/2010	28.87	(100)
Synoptic	8/23/2010	29.0349	1,861
Synoptic	8/23/2010	29.0350	(1,594)

Valence	8/23/2010	29.2151	(20,000)
DESIM	8/24/2010	28.2352	(400)
Heliant	8/24/2010	28.1953	200

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- 7 A weighted average price based on prices ranging from \$25.08 to \$25.23.
8 A weighted average price based on prices ranging from \$25.02 to \$25.38.
9 A weighted average price based on prices ranging from \$25.08 to \$25.46.
10 A weighted average price based on prices ranging from \$24.88 to \$25.12.
11 A weighted average price based on prices ranging from \$24.98 to \$25.22.
12 A weighted average price based on prices ranging from \$24.81 to \$24.91.
13 A weighted average price based on prices ranging from \$24.81 to \$24.92.
14 A weighted average price based on prices ranging from \$24.83 to \$25.10.
15 A weighted average price based on prices ranging from \$24.81 to \$25.19.
16 A weighted average price based on prices ranging from \$24.99 to \$25.09.
17 A weighted average price based on prices ranging from \$25.27 to \$26.16.
18 A weighted average price based on prices ranging from \$25.44 to \$26.12.
19 A weighted average price based on prices ranging from \$25.13 to \$26.11.
20 A weighted average price based on prices ranging from \$25.28 to \$26.27.
21 A weighted average price based on prices ranging from \$26.14 to \$26.28.
22 A weighted average price based on prices ranging from \$27.77 to \$28.73.
23 A weighted average price based on prices ranging from \$28.80 to \$28.91.
24 A weighted average price based on prices ranging from \$27.92 to \$28.40.
25 A weighted average price based on prices ranging from \$27.94 to \$28.80.
26 A weighted average price based on prices ranging from \$28.38 to \$29.13.
27 A weighted average price based on prices ranging from \$26.95 to \$27.93.
28 A weighted average price based on prices ranging from \$27.34 to \$28.30.
29 A weighted average price based on prices ranging from \$27.96 to \$28.92.
30 A weighted average price based on prices ranging from \$28.35 to \$29.10.
31 A weighted average price based on prices ranging from \$28.97 to \$29.09.
32 A weighted average price based on prices ranging from \$26.20 to \$27.07.
33 A weighted average price based on prices ranging from \$28.00 to \$28.26.
34 A weighted average price based on prices ranging from \$29.02 to \$29.12.
35 A weighted average price based on prices ranging from \$28.58 to \$29.19.
36 A weighted average price based on prices ranging from \$28.42 to \$28.76.
37 A weighted average price based on prices ranging from \$28.44 to \$29.12.
38 A weighted average price based on prices ranging from \$28.96 to \$29.05.
39 A weighted average price based on prices ranging from \$28.45 to \$29.15.
40 A weighted average price based on prices ranging from \$28.43 to \$29.21.
41 A weighted average price based on prices ranging from \$28.46 to \$28.77.
42 A weighted average price based on prices ranging from \$28.87 to \$29.01.
43 A weighted average price based on prices ranging from \$28.82 to \$29.23.
44 A weighted average price based on prices ranging from \$28.79 to \$29.15.
45 A weighted average price based on prices ranging from \$28.79 to \$29.16.
46 A weighted average price based on prices ranging from \$29.00 to \$29.31.
47 A weighted average price based on prices ranging from \$29.01 to \$29.41.
48 A weighted average price based on prices ranging from \$29.03 to \$29.40.
49 A weighted average price based on prices ranging from \$28.84 to \$29.54.
50 A weighted average price based on prices ranging from \$28.84 to \$29.41.
51 A weighted average price based on prices ranging from \$29.00 to \$29.43.
52 A weighted average price based on prices ranging from \$28.10 to \$28.36.
53 A weighted average price based on prices ranging from \$28.16 to \$28.21.

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Name	Date	Price per Share ¹	Number of Shares Purchased/(Sold)
Synoptic	8/24/2010	28.1454	5,493
Synoptic	8/24/2010	28.1755	(3,406)
DESIM	8/25/2010	28.1756	(400)
Heliant	8/25/2010	27.93	200
Synoptic	8/25/2010	28.0757	2,389
Synoptic	8/25/2010	28.2258	(4,403)
Synoptic	8/25/2010	28.7959	200
DESIM	8/26/2010	28.3160	(300)
Synoptic	8/26/2010	28.2561	(6,019)
Synoptic	8/26/2010	28.3362	4,745
DESIM	8/27/2010	28.1463	(700)
Synoptic	8/27/2010	28.1664	2,618
Synoptic	8/27/2010	28.2065	(1,300)
DESIM	8/30/2010	27.6666	(800)
Heliant	8/30/2010	27.9267	300
Synoptic	8/30/2010	27.6768	1,006
Synoptic	8/30/2010	27.7169	(1,351)
DESIM	8/31/2010	27.4770	(200)
Heliant	8/31/2010	27.36	100
Synoptic	8/31/2010	27.3571	4,383
Synoptic	8/31/2010	27.4072	(2,339)
DESIM	9/1/2010	27.8473	(200)
Heliant	9/1/2010	27.8274	200
Synoptic	9/1/2010	27.8875	3,073
Synoptic	9/1/2010	27.9776	