

FOREST LABORATORIES INC
Form DEFA14A
August 17, 2011

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant
Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

FOREST LABORATORIES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Shares Entitled to Vote at the 2011 Annual Meeting of Forest Laboratories, Inc.

Forest Laboratories, Inc. (the Company) has been advised that the 276,457,485 figure for the record date share count that had been previously reported by the transfer agent and included in the proxy statement did not include in such aggregate number the 2,206,211 shares of unvested restricted stock granted pursuant to the Company s 2007 Equity Incentive Plan (the Plan) which were entitled to vote as of June 24, 2011, the record date for the 2011 Annual Meeting, pursuant to the terms of the Plan and the restricted stock agreements. All of such restricted shares were included in the Company s stocklist materials with respect to the 2011 Annual Meeting for the solicitation of proxies by the parties.

Accordingly, there were 278,663,696 shares of Forest Laboratories, Inc. common stock outstanding and entitled to vote as of June 24, 2011, the record date for the 2011 Annual Meeting.

References to the record date count of shares entitled to vote at the 2011 Annual Meeting are deemed updated by the foregoing.