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ICN PHARMACEUTICALS INC
Form 10-K/A
November 02, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

(AMENDMENT NO. 4)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE YEAR ENDED DECEMBER 31, 2000.

COMMISSION FILE NUMBER 1-11397

ICN PHARMACEUTICALS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

33-0628076
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

3300 HYLAND AVENUE, COSTA MESA, CALIFORNIA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

92626
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (714) 545-0100

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS -----	NAME OF EACH EXCHANGE ON WHICH REGISTERED -----
COMMON STOCK, \$.01 PAR VALUE (INCLUDING ASSOCIATED PREFERRED STOCK PURCHASE RIGHTS)	NEW YORK STOCK EXCHANGE
9 1/4% SENIOR NOTES DUE 2005	NEW YORK STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

The aggregate market value of the Registrant's voting stock held by non-affiliates of the Registrant on March 12, 2001, was approximately \$1,870,154,941.

The number of outstanding shares of the Registrant's common stock as of March 12, 2001 was 80,236,646.

DOCUMENTS INCORPORATED BY REFERENCE
NONE

EXPLANATORY NOTE

This Amendment No. 4 on Form 10-K/A to the Annual Report on Form 10-K of ICN Pharmaceuticals, Inc. filed on November 2, 2001 amends and restates in its entirety Item 14, of Part IV for the sole purpose of revising Exhibits 10.21, 10.32, 10.33 and 10.34, which revisions are being filed herewith.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

Financial Statements of the Registrant are listed in the index to Consolidated Financial Statements and filed under Item 8, "Financial Statements and Supplementary Data", included elsewhere in this Form 10-K.

2. Financial Statement Schedule

Financial Statement Schedule of the Registrant is listed in the index to Consolidated Financial Statements and filed under Item 8, "Financial Statements and Supplementary Data," included elsewhere in this Form 10-K.

3. Exhibits

EXHIBIT
NUMBER

DESCRIPTION

3.1	Amended and Restated Certificate of Incorporation of Registrant, previously filed as Exhibit 3.1 to Registration Statement 33-84534 on Form S-4, which is incorporated herein by reference, as amended by the Certificate of Merger, dated November 10, 1994, of ICN Pharmaceuticals, Inc., SPI Pharmaceuticals, Inc. and Viratek, Inc. with and into ICN
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Merger Corp. previously filed as Exhibit 4.1 to Registration Statement No. 333-08179 on Form S-3, which is incorporated herein by reference.

- 3.3 Bylaws of the Registrant previously filed as Exhibit 3.2 to Registration Statement No. 33-84534 on Form S-4, which is incorporated herein by reference.

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EXHIBIT NUMBER -----	DESCRIPTION -----
3.4	Form of Rights Agreement, dated as of November 2, 1994, between the Registrant and American Stock Transfer & Trust Company, as trustee, previously filed as Exhibit 4.3 to the Company's Registration Statement on Form 8-A, dated November 10, 1994, which is incorporated herein by reference.
10.1	Indenture, dated as of August 14, 1997, by and among ICN and United States Trust Company of New York, relating to \$275,000,000 9 1/4% Senior Notes due 2005, previously filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, which is incorporated herein by reference.*
10.2	Indenture, dated as of August 20, 1998, by and among ICN and United States Trust Company of New York, relating to \$200,000,000 8 3/4% Senior Notes due 2008, previously filed as Exhibit 4.2 to the Company's Registration Statement No. 333-63721 on Form S-4, which is incorporated herein by reference.*
10.3	Registration Rights Agreement, dated as of August 20, 1998, by and among ICN and Schroder & Co. Inc., previously filed as Exhibit 4.3 to the Company's Registration Statement No. 333-63721 on Form S-4, which is incorporated herein by reference.
10.4	Application for Registration, Foundation Agreement, Joint Venture -- ICN Oktyabr previously filed as Exhibit 10.46 to ICN Pharmaceuticals, Inc. Annual Report on Form 10-K for the year ended December 31, 1992, which is incorporated herein by reference.
10.5	Charter of the Joint Stock Company -- ICN Oktyabr previously filed as Exhibit 10.47 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1992, which is incorporated herein by reference.
10.6+	Agreement between ICN Pharmaceuticals, Inc. and Milan Panic, dated October 1, 1988 previously filed as Exhibit 10.51 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended November 30, 1989, which is incorporated herein by reference.
10.7+	Amendment to Employment Contract between ICN Pharmaceuticals, Inc., and Milan Panic, dated September 6, 1995 previously filed as Exhibit 10.29 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1995, which is incorporated herein by reference.

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- 10.8+ Amendment to Employment Contract between ICN Pharmaceuticals, Inc., and Milan Panic dated January 1, 1999, filed as Exhibit 10.8 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
- 10.9+ Agreement among ICN Pharmaceuticals, Inc., SPI Pharmaceuticals, Inc. and Adam Jerney, dated March 18, 1993 previously filed as Exhibit 10.49 to SPI Pharmaceuticals, Inc.'s Amendment No. 2 to the Annual Report on Form 10-K for the year ended on December 31, 1992, which is incorporated herein by reference.
- 10.10+ Agreement among ICN Pharmaceuticals, Inc., Viratek, Inc. and John Giordani, dated March 18, 1993 previously filed as Exhibit 10.3 to Registration Statement No. 33-84534 on Form S-4 dated September 28, 1994, which is incorporated herein by reference.
- 10.11+ Agreement among ICN Pharmaceuticals, Inc., ICN Biomedicals, Inc., SPI Pharmaceuticals, Inc. and Bill MacDonald, dated March 18, 1993 previously filed as Exhibit 10.4 to Registration Statement No. 33-84534 on Form S-4 dated September 28, 1994, which is incorporated herein by reference.
- 10.12+ Agreement among ICN Pharmaceuticals, Inc., SPI Pharmaceuticals, Inc. and Jack Sholl dated March 18, 1993, previously filed as Exhibit 10.49 to SPI Pharmaceuticals, Inc.'s Amendment No.2 to the Annual Report on Form 10-K for the year ended December 31, 1992, which is incorporated herein by reference.
- 10.14+ Agreement between ICN Pharmaceuticals, Inc. and Benjamin Lap dated April 1, 1999, previously filed as Exhibit 10.14 for the Registrant's Form 10-K for the year ended December 31, 1999, which is incorporated herein by reference.

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EXHIBIT NUMBER -----	DESCRIPTION -----
10.15	Agreement among ICN Pharmaceuticals, Inc., SPI Pharmaceuticals, Inc. and David Watt dated March 18, 1993, previously filed as Exhibit 10.49 to SPI Pharmaceuticals, Inc.'s Amendment No. 2 to the Annual Report on Form 10-K for the year ended December 31, 1992, which is incorporated herein by reference.
10.16	Agreement between ICN Pharmaceuticals, Inc. and Richard A. Meier dated December 31, 1998, previously filed as Exhibit 10.16 to the Registrant's Form 10-K for the year ended December 31, 1998, which is incorporated herein by reference.
10.17	ICN Pharmaceuticals, Inc. 1992 Employee Incentive Stock Option Plan, previously filed as Exhibit 10.56 to ICN Pharmaceuticals, Inc.'s Form 10-K for the year ended December 31, 1992, which is incorporated herein by reference.
10.18	ICN Pharmaceuticals, Inc. 1992 Non-Qualified Stock Plan, previously filed as Exhibit 10.57 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended

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- December 31, 1992, which is incorporated herein by reference.
- 10.19 ICN Pharmaceuticals, Inc. 1994 Stock Option Plan, previously filed as Exhibit 10.30 to the Registrant's Form 10-K for the year ended December 31, 1995, which is incorporated herein by reference.
- 10.20 ICN Pharmaceuticals, Inc. 1998 Stock Option Plan, previously filed as Exhibit 10.20 to the Registrant's Form 10-K for the year ended December 31, 1998, which is incorporated herein by reference.
- 10.21 Exclusive License and Supply Agreement between ICN Pharmaceuticals, Inc. and Schering-Plough Ltd. dated July 28, 1995. Portions of this exhibit have been omitted pursuant to an application for confidential treatment pursuant to Rule 24b-2 under the Securities and Exchange Act of 1934, as amended.
- 10.22 Collateral Agreement between Milan Panic and the Registrant, dated August 14, 1996, previously filed as Exhibit 10.32 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1996, which is incorporated herein by reference.
- 10.24 Form of Asset Purchase Agreement by and between Hoffman-La Roche Inc., a New Jersey corporation, and ICN Pharmaceuticals, Inc., a Delaware corporation, dated as of October 30, 1997, previously filed as Exhibit 10.1 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, which is incorporated herein by reference.
- 10.25 Form of Asset Purchase Agreement by and between Roche Products Inc., a Panamanian corporation, and ICN Pharmaceuticals, Inc., a Delaware corporation, dated as of October 30, 1997, previously filed as Exhibit 10.2 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, which is incorporated herein by reference.
- 10.26 Form of Asset Purchase Agreement by and between Syntex (F.P.) Inc., a Delaware corporation, Syntex (U.S.A.), a Delaware corporation, and ICN Pharmaceuticals, Inc., a Delaware corporation, dated as of October 30, 1997, previously filed as Exhibit 10.3 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, which is incorporated herein by reference.
- 10.27 Agreement for the Sale and Purchase of a Portfolio of Pharmaceutical, OTC and Consumer Healthcare Products between SmithKline Beecham plc and ICN Pharmaceuticals, Inc., previously filed as Exhibit 10.22 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1997, which is incorporated herein by reference.
- 10.28 Asset Purchase Agreement dated October 2, 1998 by and between F. Hoffmann-LaRoche Ltd. and ICN Puerto Rico, Inc., previously filed as Exhibit 10.1 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1998, which is incorporated herein by reference.

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EXHIBIT NUMBER -----	DESCRIPTION -----
10.31	ICN Pharmaceuticals, Inc. Executive Long Term Incentive Plan, previously filed as Exhibit 10.1 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1998, which is incorporated herein by reference.
10.32	Amendment to Exclusive License and Supply Agreement between ICN Pharmaceuticals, Inc. and Schering-Plough Ltd. Portions of this exhibit have been omitted pursuant to an application for confidential treatment pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.33	Amendment to Exclusive License and Supply Agreement between ICN Pharmaceuticals, Inc. and Schering-Plough Ltd. Dated July 16, 1998. Portions of this exhibit have been omitted pursuant to an application for confidential treatment pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.34	Agreement among Schering Corporation, ICN Pharmaceuticals, Inc. and Ribapharm Inc. dated as of November 14, 2000. Portions of this exhibit have been omitted pursuant to an application for confidential treatment pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.
10.35+	Amendment to the Employment Agreement between ICN Pharmaceuticals, Inc. and Richard A. Meier dated April 14, 2000, filed as Exhibit 10.35 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
10.36+	Agreement between ICN Pharmaceuticals, Inc. and Johnson Yiu-Nam Lau, dated February 24, 2000, filed as Exhibit 10.36 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
10.37+	Agreement between ICN Pharmaceuticals, Inc. and James McCoy, dated July 14, 2000, filed as Exhibit 10.37 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
10.38+	Agreement between ICN Pharmaceuticals, Inc. and Harry Roosje, dated September 15, 2000, filed as Exhibit 10.38 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
10.39+	Agreement between ICN Pharmaceuticals, Inc. and Clifford Saffron, dated January 18, 2001, filed as Exhibit 10.39 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
21.	Subsidiaries of the Registrant filed as Exhibit 21 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
23.	Consent of PricewaterhouseCoopers LLP, independent accountants.**

* None of the other indebtedness of the Registrant exceeds 10% of its total

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consolidated assets. The Registrant will furnish copies of the instruments relating to such other indebtedness upon request.

** Previously filed.

+ Management Compensation.

(b) Reports on Form 8-K

The Company filed no reports on Form 8-K during the quarter ended December 31, 2000.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ICN PHARMACEUTICALS, INC.

Date: November 2, 2001

By: /s/ Gregory Keever

Gregory Keever
Executive Vice President,
General Counsel and
Corporate Secretary

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10.24	Form of Asset Purchase Agreement by and between Hoffman-La Roche Inc., a New Jersey corporation, and ICN

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Pharmaceuticals, Inc., a Delaware corporation, dated as of October 30, 1997, previously filed as Exhibit 10.1 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, which is incorporated herein by reference.

- 10.25 Form of Asset Purchase Agreement by and between Roche Products Inc., a Panamanian corporation, and ICN Pharmaceuticals, Inc., a Delaware corporation, dated as of October 30, 1997, previously filed as Exhibit 10.2 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, which is incorporated herein by reference.
- 10.26 Form of Asset Purchase Agreement by and between Syntex (F.P.) Inc., a Delaware corporation, Syntex (U.S.A.), a Delaware corporation, and ICN Pharmaceuticals, Inc., a Delaware corporation, dated as of October 30, 1997, previously filed as Exhibit 10.3 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, which is incorporated herein by reference.
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- 10.31 ICN Pharmaceuticals, Inc. Executive Long Term Incentive Plan, previously filed as Exhibit 10.1 to ICN Pharmaceuticals, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1998, which is incorporated herein by reference.
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- 10.35+ Amendment to the Employment Agreement between ICN Pharmaceuticals, Inc. and Richard A. Meier dated April 14, 2000, filed as Exhibit 10.35

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to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.

- 10.36+ Agreement between ICN Pharmaceuticals, Inc. and Johnson Yiu-Nam Lau, dated February 24, 2000, filed as Exhibit 10.36 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
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- 21. Subsidiaries of the Registrant filed as Exhibit 21 to ICN Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2000, which is incorporated herein by reference.
- 23. Consent of PricewaterhouseCoopers LLP, independent accountants.