

FOREST LABORATORIES INC  
Form DEFA14A  
August 07, 2012

**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

x 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):

x No fee required.

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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:
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:



August 6, 2012

To All Forest employees:

**Proxy Materials for the 2012 Annual Meeting of Stockholders**

Forest's Annual Meeting of Shareholders will be held on August 15, 2012. As Forest employees, many of you own shares of Forest stock (including shares acquired through option exercises or granted as restricted stock). You can vote shares of Forest stock that you held as of June 25, 2012, the record date for the Annual Meeting, at the upcoming meeting.

Depending on how you hold your shares, you may receive multiple copies of proxy materials for the Annual Meeting as well as multiple proxy cards.

Under Forest's 2007 Equity Incentive Plan ("the Plan"), you are entitled to vote your shares of restricted stock received under the Plan, regardless of whether that restricted stock has vested or not. If you hold restricted stock, you will receive one proxy card for shares that were not vested as of the record date and a separate proxy card for shares that were vested on or before the record date.

If you hold shares of Forest stock that were acquired other than pursuant to the Plan, whether registered in your name or in street name, you will receive one proxy card for each account that holds shares. Shares held in "street name" refers to when a brokerage or other financial intermediary holds the shares in its name and not in your name, but for your account.

If you would like to vote for the Company's nominees with all of the shares you hold – whether across different accounts, in vested and unvested portions or otherwise – you should fill out a WHITE proxy card for each of your accounts or forms of ownership.

Forest's proxy solicitor, MacKenzie Partners, may contact you on the Board's behalf in connection with the Annual Meeting elections. If you have any questions about how to vote your shares, or need additional assistance, please contact MacKenzie Partners, Inc., Telephone: 212-929-5500, Toll-Free: 800-322-2885, Email: [frxproxy@mackenziepartners.com](mailto:frxproxy@mackenziepartners.com). It is also possible that you may be contacted by D.F. King, which is the proxy solicitor representing Carl Icahn. As you know, like last year, Mr. Icahn has engaged the Company in a proxy contest and is seeking to replace four of your current directors.

**Please sign, date and return all WHITE proxy cards you receive from the Company to vote for the Company's director nominees and in accordance with the Board's other recommendations.** If you choose to vote by phone or by Internet, please vote once for each WHITE proxy card you receive in accordance with the instructions on the proxy card. For additional information on this year's Annual Meeting, please visit [www.frx2012annualmeeting.com](http://www.frx2012annualmeeting.com).

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**FOREST LABORATORIES, INC. 909 THIRD AVENUE, NEW YORK, N.Y. 10022-4731**

