

SUN PHARMA GLOBAL INC
Form 4/A
November 04, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUN PHARMACEUTICAL
INDUSTRIES LTD

2. Issuer Name and Ticker or Trading Symbol
TARO PHARMACEUTICAL
INDUSTRIES LTD [TAROF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17/B, MAHAL INDUSTRIAL
ESTATE, MAHAKALI CAVES
ROAD, ANDHERI (EAST)

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2010

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Affiliated Party

(Street)
MUMBAI,, K7 400 093

4. If Amendment, Date Original Filed(Month/Day/Year)
09/29/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Ordinary Shares ⁽¹⁾	11/04/2010		P	5,159,765 A	\$ 16 14,497,933 (2) (3) (4)	I	See Footnote (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUN PHARMACEUTICAL INDUSTRIES LTD 17/B, MAHAL INDUSTRIAL ESTATE MAHAKALI CAVES ROAD, ANDHERI (EAST) MUMBAI,, K7 400 093		X		Affiliated Party
SUN PHARMA GLOBAL INC INTERNATIONAL TRUST BUILDING P.O. BOX 659, ROAD TOWN TORTOLA,, D8 00000		X		Affiliated Party
Alkaloida Chemical CO Exclusive Group Ltd. KABAY JANOS UT. 29. TISZAVASVARI,, K5 4440		X		Affiliated Party

Signatures

/s/ Sailesh T. Desai, Director of Sun Pharmaceutical Industries Ltd.	11/04/2010
_____ **Signature of Reporting Person	Date
/s/ Harin Mehta, Managing Director of Sun Pharma Global, Inc.	11/04/2010
_____ **Signature of Reporting Person	Date
/s/ Harin Mehta, Managing Director of Alkaloida Chemical Company Exclusive Group Ltd.	11/04/2010
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Equivalent to Common Stock. All Ordinary Shares of Taro Pharmaceutical Industries Ltd. (the "Issuer") control in the aggregate two-thirds of the voting power of the Issuer.

This amount represents 58,000 Ordinary Shares acquired by Sun Pharma Global, Inc. ("Sun Pharma"), a direct wholly-owned subsidiary of Sun Pharmaceutical Industries Ltd. ("Sun"), on July 7, 2007 and 500 Ordinary Shares acquired by Sun Pharma on July 23, 2007, in each case in open market transactions; 3,712,557 Ordinary Shares acquired by Alkaloida Chemical Company Exclusive Group Ltd.

- (2) ("Alkaloida"), an indirect subsidiary of Sun, on February 19, 2008 and 797,870 Ordinary Shares acquired by Alkaloida on June 23, 2008, in each case in a private transaction; 29,382 Ordinary Shares acquired by Alkaloida on September 14, 2010 upon the expiration of its tender offer to acquire all of Issuer's outstanding Ordinary Shares; and 2,405,937 Ordinary Shares acquired by Alkaloida pursuant to a letter agreement dated September 20, 2010.

This amount also includes 2,333,922 Ordinary Shares indirectly acquired by Sun Pharmaceutical Industries Inc. ("Sun Michigan"), a

- (3) Michigan corporation and a direct subsidiary of Sun, through a merger of a subsidiary of Sun Michigan with and into The Taro Development Corporation on October 1, 2010; and 5,159,765 Ordinary Shares acquired by Alkaloida on November 4, 2010 from Templeton Asset Management Ltd in a private transaction.

In addition, Sun indirectly owns 13,575,000 Ordinary Shares which are restricted stock consisting of: (i) 3,770,833 Ordinary Shares acquired by Alkaloida on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to

- (4) the share purchase agreement dated May 18, 2007, between Alkaloida and the Issuer; (ii) 3,000,000 Ordinary Shares acquired by Alkaloida on August 2, 2007, pursuant to Sun's rights under the warrant, dated May 18, 2007, issued by the Issuer to Sun, and (iii) 3,712,500 Ordinary Shares acquired by Alkaloida on September 24, 2010 and 75,000 Ordinary Shares acquired by Alkaloida on September 27, 2010, in each case pursuant to a warrant dated August 2, 2007, between Sun and the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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