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

**Amendment No. 6
to
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement Under Section 14(d)(4)
of the Securities Exchange Act of 1934**

TARO PHARMACEUTICAL INDUSTRIES LTD.
(Name of Subject Company)

TARO PHARMACEUTICAL INDUSTRIES LTD.
(Name of Person(s) Filing Statement)

Ordinary Shares, NIS 0.0001 nominal (par) value per share
(Title of Class of Securities)

M8737E108
(CUSIP Number of Class of Securities)

**Taro Pharmaceutical Industries Ltd.
Ron Kolker
Senior Vice President, Chief Financial Officer
Italy House, Euro Park
Yakum 60972, Israel
+972-9-971-1800**

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)

With copies to:

**Jeffrey W. Tindell
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000**

**David H. Schapiro
Yigal Arnon & Co.
1 Azrieli Center
Tel-Aviv 67021
Israel
+972-3-607-7856**

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer

This Amendment No. 6 to the Schedule 14D-9 (this "Amendment"), filed with the U.S. Securities and Exchange Commission (the "SEC") on September 10, 2008, amends and supplements the Schedule 14D-9 filed with the SEC on July 10, 2008 by Taro Pharmaceutical Industries Ltd., a company incorporated under the laws of the State of Israel ("Taro" or the "Company"), as previously amended by Amendment Nos. 1, 2, 3, 4 and 5 thereto filed with the SEC on July 23, 2008, July 28, 2008, August 28, 2008, August 29, 2008 and September 2, 2008, respectively. The Schedule 14D-9 relates to the tender offer by Alkaloida Chemical Company Exclusive Group Ltd., a company organized under the laws of the Republic of Hungary (the "Offeror") and a subsidiary of Sun Pharmaceutical Industries Ltd., a company organized under the laws of the Republic of India ("Sun India" and, together with the Offeror and their respective affiliates, collectively, "Sun"), to purchase all of the Company's ordinary shares, NIS 0.0001 nominal (par) value per share, for \$7.75 per share, net to the seller (subject to withholding taxes, as applicable) in cash, without interest, upon the terms and subject to the conditions described in the Tender Offer Statement on Schedule TO filed by Sun with the SEC on June 30, 2008, as amended.

The information in the Schedule 14D-9 is incorporated in this amendment by reference to all of the applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 3. Past Contacts, Transactions, Negotiations and Agreements.

Section B(iii) of Item 3 is hereby amended and supplemented by adding thereto the following information:

"In light of the potential for uncertainty created by the litigation with Sun before the Tel-Aviv and New York courts, at meetings of the Company's Board of Directors on July 21 and 22, 2008 and August 26, 2008, the Board discussed and approved twenty-seven additional change of control agreements with key employees, seven of which are executive officers and none of whom are directors or members of the Levitt or Moros families. The purpose of these agreements is to retain senior management through this period of uncertainty. The terms of the change of control agreements are similar to the terms of the change of control agreements signed with two executive officers and one non-executive employee in February and March of 2007, except that the new agreements expire on September 1, 2010 and they are for one or two year terms. In addition, an escrow arrangement was discussed by the audit committee on August 4, 2008, approved by the committee on August 15, 2008 and approved by the Board on August 26, 2008. The arrangement was put in place for one of the Company's executive officers who is not a director and who previously received a change of control agreement. The escrow arrangement was deemed prudent in order to further assure the retention of such individual."

Item 4. The Solicitation or Recommendation; Item 8. Additional Information.

Item 4 and Item 8 of the Schedule 14D-9 are hereby amended and supplemented by adding thereto the following information:

"On September 10, 2008, the Company issued a press release and mailed a letter to its shareholders updating them on the status of litigation with Sun."

A copy of the press release and the letter are filed as exhibits hereto and are incorporated herein by reference.

Item 9. Exhibits.

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits:

<u>Exhibit No.</u>	<u>Description</u>
(a)(6)	Press release issued September 10, 2008
(a)(7)	Letter to shareholders, mailed September 10, 2008

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 6 to Schedule 14D-9 is true, complete and correct.

TARO PHARMACEUTICAL
INDUSTRIES LTD.

By: /s/ Ron Kolker
Name: Ron Kolker
Title: Senior Vice President, Chief Financial Officer.

Date: September 10, 2008

INDEX TO EXHIBITS

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Taro Pharmaceutical Industries Ltd.
c/o Taro Pharmaceuticals U.S.A., Inc.
Three Skyline Drive
Hawthorne, New York 10532
(Pink Sheets: TAROF)

CONTACT

Roanne Kulakoff
Kekst and Company
(212) 521-4837

FOR IMMEDIATE RELEASE

Hawthorne, NY, September 10, 2008

**TARO SENDS LETTER TO UPDATE SHAREHOLDERS ON
STATUS OF LITIGATION WITH SUN**

Hawthorne, NY, September 10, 2008 – Taro Pharmaceutical Industries Ltd. (“Taro,” the “Company,” Pink Sheets: TAROF) today announced that it is sending a letter to its shareholders updating them on the status of litigation with Sun Pharmaceutical Industries Ltd. The full text of the letter is set forth below:

September 10, 2008

Dear Fellow Shareholders:

This has been an extraordinarily busy summer for us. Despite market turmoil in the United States and in other key markets, we continued to perform well, building on the strong second quarter and first half-year performance that I previously reported to you. Taro’s employees have continued to conduct business as usual and are developing and producing high quality products, enabling us to maintain our momentum as we continue the turnaround in our operations and financial performance, despite the ongoing litigation surrounding the terminated merger agreement with Sun Pharmaceutical Industries Ltd. (“Sun”), as well as the unsolicited tender offer that Sun has made to you at \$7.75 per share.

In terms of the above-mentioned litigation, we have appealed to the Supreme Court of the State of Israel (the “Israel Supreme Court”) regarding the decision issued in August by the Tel-Aviv District Court in a lawsuit that Taro brought against Sun in order to require Sun to comply with the Special Tender Offer requirements as dictated under Israeli law. The Israel Supreme Court has issued a stay of the lower court ruling, which means that Sun is precluded from being able to close its tender offer for Taro’s shares until the appeal process is concluded. The Israel Supreme Court has indicated that it will hear arguments on December 8, 2008, and, presumably, issue its ruling some time later.

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The Company's counsel has advised that no immediate changes will take place in the control or management of the Company, and that you need do nothing at this time in terms of tendering your shares to Sun. It does mean, however, that we can continue to keep our focus on our primary and overarching goals: to continue to operate our business well, and to build shareholder value by generating increased sales and earnings.

As I noted, despite the uncertainty during the past 18 months, our business and profitability have grown, our R&D efforts have produced a strong pipeline and valuable new drug approvals, and, most importantly, our people have shown themselves to be resilient, dedicated and focused. Our competitive market advantages, powered by their hard work and dedication to Taro, will, we believe, continue to drive our growth.

Sincerely,

/s/ Barrie Levitt, M.D.

Barrie Levitt, M.D.
Chairman

Taro is a multinational, science-based pharmaceutical company, dedicated to meeting the needs of its customers through the discovery, development, manufacturing and marketing of the highest quality healthcare products. For further information on Taro Pharmaceutical Industries Ltd., please visit the Company's website at www.taro.com.

SAFE HARBOR STATEMENT

Certain statements in this release are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements that do not describe historical facts and statements that refer or relate to events or circumstances the Company "intends," "may," "estimates," "believes," or "expects" to happen, "should" happen, or similar language, and statements with respect to the Company's appeal to the Israel Supreme Court. Although Taro Pharmaceutical Industries Ltd. believes the expectations reflected in such forward-looking statements to be based on reasonable assumptions, it can give no assurances that its expectations will be attained. Factors that could cause actual outcomes to differ include actions by the Israel Supreme Court, litigation brought by any party in any court in Israel, the United States, or any country in which Taro operates, regulatory actions and legislative actions in the countries in which Taro operates, and other risks detailed from time to time in the Company's SEC reports, including its Annual Reports on Form 20-F. Forward-looking statements speak only as of the date on which they are made. The Company undertakes no obligations to update, change or revise any forward-looking statement, whether as a result of new information, additional or subsequent developments or otherwise.

In connection with the Sun tender offer, Taro has filed with the Securities and Exchange Commission a Solicitation/Recommendation Statement on Schedule 14D-9. Taro's shareholders should read carefully the Schedule 14D-9 (including any amendments or supplements thereto) prior to making any decisions with respect to the Sun tender offer because it contains important information. Free copies of the Schedule 14D-9 and the related amendments or supplements thereto that Taro has filed with the SEC are available at the SEC's website at www.sec.gov, at Taro's website at www.taro.com, or from Taro's information agent, Georgeson at 1-866-324-8878.

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Sincerely,

A handwritten signature in black ink, appearing to read "Barrie Levitt", with a stylized flourish at the end.

Barrie Levitt, M.D.
Chairman

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