

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 3)**

**TARO PHARMACEUTICAL INDUSTRIES LTD.**

(Name of Subject Company (Issuer))

**ALKALOIDA CHEMICAL COMPANY EXCLUSIVE GROUP LTD.**

(Name of Filing Person (Offeror))

**a subsidiary of**

**SUN PHARMACEUTICAL INDUSTRIES LTD.**

**ORDINARY SHARES, NOMINAL (PAR) VALUE NIS 0.0001 PER SHARE**

(Title of Class of Securities)

**M8737E108**

(CUSIP Number of Class of Securities)

**Mr. Harin P. Mehta**

Director

Alkaloida Chemical Company Exclusive Group Ltd.

Kabay János u. 29, H-4440 Tiszavasari, The Republic of Hungary

+36-42-521-005

(Name, Address and Telephone Number of Persons Authorized to Receive Notices  
and Communications on Behalf of filing persons)

Copy to:

Aaron M. Lampert

Naschitz, Brandes & Co.

5 Tuval Street

Tel-Aviv 67897, Israel

(972) 3-623-5000

Clifford M. J. Felig

Meitar Liquornik Geva & Leshem

Brandwein

16 Abba Hillel Silver Rd.

Ramat Gan 52506, Israel

(972) 3-610-3100

## CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$194,554,682.50	\$7,646.00

\* Estimated for purposes of calculating the amount of the filing fee only. Calculated by multiplying \$7.75, the per share tender offer price, by 25,103,830 shares.

\*\* Calculated as 0.00393% of the transaction value.

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

Amount Previously Paid: \$7,800.00 Filing Party: Alkaloida Chemical Company Exclusive Group Ltd.

Form or Registration No.: Schedule TO Date Filed: June 30, 2008

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

Check the appropriate boxes to designate any transactions to which the statement relates:

R third-party tender offer subject to Rule 14d-1.

£ issuer tender offer subject to Rule 13e-4.

£ going-private transaction subject to Rule 13e-3.

£ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: £

This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed on June 30, 2008, as amended by Amendment No. 1 and Amendment No. 2 (as so amended, the “Schedule TO”) by Alkaloida Chemical Company Exclusive Group Ltd. (“Purchaser”), a Hungarian company and a subsidiary of Sun Pharmaceutical Industries Ltd. (“Sun”), an Indian company. This Schedule TO relates to the offer by Purchaser to purchase all outstanding Ordinary Shares, nominal (par) value NIS 0.0001 per share, of Taro Pharmaceutical Industries Ltd. (the “Company”), an Israeli corporation, at a purchase price of \$7.75 per Ordinary Share, net to the seller in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 30, 2008 and in the related Letter of Transmittal. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and restated as follows:

- (a)(1)(A) Offer to Purchase dated June 30, 2008.\*
- (a)(1)(B) Form of Letter of Transmittal.\*
- (a)(1)(C) Form of Notice of Guaranteed Delivery.\*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.\*
- (a)(1)(G) Declaration Form (“Declaration of Status for Israeli Income Tax Purposes”).\*
- (a)(5)(A) Summary Advertisement as published in *The Wall Street Journal* on June 30, 2008.\*
- (a)(5)(B) Text of Press Release issued by Sun on June 25, 2008, incorporated by reference to the Statement on Schedule 13D (including exhibits), originally filed by Sun, Sun Pharma Global Inc. and Purchaser, with respect to the Ordinary Shares, par value NIS 0.0001 per share of the Company, with the U.S. Securities and Exchange Commission (the “Original Schedule 13D”); the Amendment No. 1 to the Original Schedule 13D, filed on July 25, 2007 (the “Amendment No. 1”); the Amendment No. 2 to the Original Schedule 13D, filed on August 2, 2007 (the “Amendment No. 2”); the Amendment No. 3 to the Original Schedule 13D, filed

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\* Previously filed.

on February 19, 2008 (the “Amendment No. 3”); the Amendment No. 4 to the Original Schedule 13D, filed on May 29, 2008 (the “Amendment No. 4”); the Amendment No. 5 to the Original Schedule 13D, filed on June 5, 2008 (the “Amendment No. 5”); the Amendment No. 6 to the Original Schedule 13D, filed on June 24, 2008; the Amendment No. 7 to the Original Schedule 13D, filed on June 25, 2008 (the “Amendment No. 7”, together with the Original Schedule 13D, the Amendment No. 1, the Amendment No. 2, the Amendment No. 3, the Amendment No. 4, the Amendment No. 5 and the Amendment No. 6, the “Schedule 13D”) and by reference to Statement on Schedule TO filed by Purchaser on June 25, 2008.\*

- (a)(5)(C) Text of Press Release issued by Purchaser on June 30, 2008.\*
- (a)(5)(D) Text of Press Release issued by Purchaser on July 14, 2008.\*
- (a)(5)(E) Text of Press Release issued by Sun on July 30, 2008.
- (b) Not applicable.
- (d)(A) Agreement of Merger, dated as of May 18, 2007, among Purchaser, Aditya Acquisition Company Ltd. and the Company, incorporated by reference to the Schedule 13D.\*
- (d)(B) Amendment No. 1 to Agreement of Merger, dated as of July 23, 2007, among Purchaser, Aditya Acquisition Company Ltd. and the Company, incorporated by reference to the Schedule 13D.\*
- (d)(C) Option Letter Agreement, dated as of May 18, 2007, among Taro Development Corporation, Barrie Levitt, Tal Levitt, Daniel Moros, Jacob Levitt and Purchaser, incorporated by reference to the Schedule 13D.\*
- (d)(D) Share Purchase Agreement, dated as of May 18, 2007, among Purchaser and the Company, incorporated by reference to the Schedule 13D.\*
- (d)(E) Agreement and Plan of Merger, dated as of May 18, 2007, among Sun Pharmaceutical Industries, Inc., Sun Development Corporation I, Taro Development Corporation, Barrie Levitt and Daniel Moros, incorporated by reference to the Schedule 13D.\*
- (d)(F) Voting Agreement, dated as of May 18, 2007, between Purchaser and Barrie Levitt.\*
- (d)(G) Voting Agreement, dated as of May 18, 2007, between Purchaser and Daniel Moros.\*
- (d)(H) Voting Agreement, dated as of May 18, 2007, between Purchaser and Tal Levitt.\*

- (d)(I) Voting Agreement, dated as of May 18, 2007, between Purchaser and Taro Development Corporation.\*
- (d)(J) Voting Agreement, dated as of May 18, 2007, between Purchaser and Morley & Company, Inc.\*
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- (d)(N) Voting Agreement, dated as of May 18, 2007, between Sun Pharmaceutical Industries, Inc. and Jacob Levitt.\*
- (d)(O) Warrant, dated as of May 18, 2007, issued by the Company to Sun, incorporated by reference to the Schedule 13D.\*
- (d)(P) Warrant No. 2, dated as of August 1, 2007, issued by the Company to Sun, incorporated by reference to the Schedule 13D.\*
- (d)(Q) Registration Rights Agreement, dated as of May 18, 2007, between the Company and Purchaser, incorporated by reference to the Schedule 13D.\*
- (d)(R) Assignment and Assumption Agreement, dated as of June 24, 2008, between Purchaser and Sun, incorporated by reference to Schedule 13D.\*
- (d)(S) Irrevocable Trust Agreement, dated as of June 29, 2008, between Purchaser and Ubank Trust Company Ltd.\*
- (g) Not applicable.
- (h) Not applicable.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2008

ALKALOIDA CHEMICAL COMPANY  
EXCLUSIVE GROUP LTD.

By: /s/ Harin Mehta

Name: Mr. Harin Mehta

Title: Director

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 30, 2008

SUN PHARMACEUTICAL INDUSTRIES LTD.

By: /s/ Sudhir V. Valia  
Name: Mr. Sudhir V. Valia  
Title: Director

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## EXHIBIT INDEX

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(a)(5)(A)	Summary Advertisement as published in <i>The Wall Street Journal</i> on June 30, 2008.*
(a)(5)(B)	Text of Press Release issued by Sun on June 25, 2008, incorporated by reference to the Statement on Schedule 13D (including exhibits), originally filed by Sun, Sun Pharma Global Inc. and Purchaser, with respect to the Ordinary Shares, par value NIS 0.0001 per share of the Company, with the U.S. Securities and Exchange Commission (the “Original Schedule 13D”); the Amendment No. 1 to the Original Schedule 13D, filed on July 25, 2007 (the “Amendment No. 1”); the Amendment No. 2 to the Original Schedule 13D, filed on August 2, 2007 (the “Amendment No. 2”); the Amendment No. 3 to the Original Schedule 13D, filed on February 19, 2008 (the “Amendment No. 3”); the Amendment No. 4 to the Original Schedule 13D, filed on May 29, 2008 (the “Amendment No. 4”); the Amendment No. 5 to the Original Schedule 13D, filed on June 5, 2008 (the “Amendment No. 5”); the Amendment No. 6 to the Original Schedule 13D, filed on June 24, 2008; the Amendment No. 7 to the Original Schedule 13D, filed on June 25, 2008 (the “Amendment No. 7”, together with the Original Schedule 13D, the Amendment No. 1, the Amendment No. 2, the Amendment No. 3, the Amendment No. 4, the Amendment No. 5 and the Amendment No. 6, the “Schedule 13D”) and by reference to Statement on Schedule TO filed by Purchaser on June 25, 2008.*
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- (g) Not applicable.
- (h) Not applicable.
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**FOR IMMEDIATE RELEASE**

## **Sun Pharma reaffirms commitment to Taro facilities and employees**

Mumbai, July 30, 2008: Sun Pharmaceutical Industries Ltd (Reuters: SUN.BO, Bloomberg: SUNP IN, NSE:SUNPHARMA, BSE: 524715) today reaffirmed its commitment to maintaining and enhancing Taro's facilities in Israel, and to a fruitful relationship with Taro's employees, after Sun acquires control of Taro.

According to press reports, the Mayor of Haifa sent a letter to the Minister of Industry expressing concern that "...after completing the purchase and merger process, Sun intends to close the production lines in Israel and transfer them to India." Nothing could be further from the truth.

Sun Pharma has repeatedly stated that it plans to use all of the existing Taro facilities to the maximum and to increase investment in R&D in Israel. Sun Pharma has a rich history of building a strong future together with all stakeholders of the businesses it acquires. Employees and other stakeholders have seen their future become much brighter once Sun Pharma begins to professionally manage and successfully improve the acquired business. Sun Pharma reiterates that it has no plans to close Taro facilities or lay off people – the exact opposite is true.

"We believe that the current management of Taro is significantly underutilising its facilities and has considerably reduced its investment in R&D, which is so vital for the future of a pharma company. Sun Pharma will reverse this. When some of the world's largest and most respected companies, including pharmaceutical companies, manufacture and conduct research for global markets in Israel, and compete effectively, I see a good opportunity for Sun Pharma doing the same using these facilities," said Mr Dilip Shanghvi, Chairman and Managing Director, Sun Pharmaceutical Industries Ltd.

Sun Pharma's past performance speaks for itself. In 1997 Sun Pharma acquired a controlling stake in Caraco, a US company in Detroit with annual revenues of less than USD 1 million employing less than 50 people. Today Caraco employs 650 people, has annual revenues of USD 150 million from its own products. Caraco is expanding its manufacturing facility by another 140,000 sq ft in Detroit, US, which is estimated to create 1500 additional direct and indirect jobs. Similar expansion and upgradation is currently underway at acquired manufacturing facilities in New Jersey (US), Ohio (US) and Hungary.

"Since May 2007, when the deal between Taro and Sun was signed, we have talked of building on Taro's current facilities and skill sets. We will work towards clarifying to the Mayor our position in this regard and to communicate that we want to leverage an existing investment of more than USD 200 million in infrastructure and knowledge in Israel to make Taro into a truly great company," said Mr Dilip Shanghvi, Chairman and Managing Director, Sun Pharmaceutical Industries Ltd.

### **About Sun Pharmaceutical Industries Ltd.**

Established in 1983, listed since 1994 and headquartered in India, Sun Pharmaceutical Industries Ltd. (Reuters: SUN.BO, Bloomberg: SUNP IN, NSE:SUNPHARMA, BSE: 524715) is an international, integrated, speciality pharmaceutical company. It manufactures and markets a large basket of pharmaceutical formulations as branded generics as well as generics in India, US and several other markets across the world. In India, the company is a leader in niche therapy areas of psychiatry, neurology, cardiology, diabetology, gastroenterology, and orthopedics. The company has strong skills in product development, process chemistry, and manufacturing of complex API, as well as dosage forms. More information about the company can be found at [www.sunpharma.com](http://www.sunpharma.com).

Registered Office : SPARC, Tandalja, Vadodara – 390 020. India  
Corporate Office : Acme Plaza, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059. India

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17/B, Mahal Industrial Estate,  
Mahakali Caves Road,  
Andheri (East), Mumbai 400 093 India  
Tel.: (91-22) 6645 5645  
Fax.: (91-22) 6645 5685



## **Contacts**

### **Contacts**

Uday Baldota  
Tel +91 22 6645 5645, Xtn 605  
Tel Direct +91 22 66455605  
Mobile +91 98670 10529  
E mail [uday.baldota@sunpharma.com](mailto:uday.baldota@sunpharma.com)

Brunswick Group for Sun Pharma  
Nina Devlin / Erin Becker  
+1 212 333 3810

Arad Communications for Sun Pharma  
Gali Dahan  
+972 3 7693320

Mira Desai  
Tel +91 22 6645 5645, Xtn 606  
Tel Direct +91 22 66455606  
Mobile +91 98219 23797  
E mail [mira.desai@sunpharma.com](mailto:mira.desai@sunpharma.com)

MacKenzie Partners  
Robert Marese  
+1 212 929 5500

Greenhill  
Ashish Contractor  
+1 212 389 1537

Registered Office : SPARC, Tandalja, Vadodara – 390 020. India  
Corporate Office : Acme Plaza, Andheri – Kurla Road, Andheri (East), Mumbai – 400 059. India

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