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RIBAPHARM INC
Form SC 14D9/A
August 11, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement Under Section 14(d) (4)
of the Securities Exchange Act of 1934
(Amendment No. 11)

RIBAPHARM INC.
(Name of Subject Company)

RIBAPHARM INC.
(Name of Person(s) Filing Statement)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

762537108
(CUSIP Number of Class of Securities)

Daniel J. Paracka
Chairman of the Board
Ribapharm Inc.
3300 Hyland Avenue
Costa Mesa, California 92626
(714) 427-6236

With copies to:

Esteban A. Ferrer, Esq.
Paul, Hastings, Janofsky & Walker LLP
1055 Washington Boulevard
Stamford, Connecticut 06901
(203) 961-7400

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

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

This Amendment No. 11 amends and supplements the Schedule 14D-9 filed
with the Securities and Exchange Commission (the "SEC") on June 23, 2003 and as
subsequently amended (the "Schedule 14D-9") by Ribapharm Inc., a Delaware

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corporation ("Ribapharm" or the "Company"), relating to the tender offer by Rx Acquisition Corporation, a Delaware corporation ("Purchaser"), and a wholly-owned subsidiary of ICN Pharmaceuticals, Inc., a Delaware corporation ("ICN"), to purchase all of the outstanding shares of Ribapharm's common stock, par value \$.01 per share, which are not currently owned by ICN and its subsidiaries (the "Publicly Held Shares"), at a purchase price of \$ 6.25 per share (the "Offer Price"), net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase, dated June 10, 2003 (the "Offer to Purchase"), as subsequently amended, and in the related Letter of Transmittal (which together with the Offer to Purchase and any amendments or supplements thereto collectively constitute the "Offer"). The Offer is disclosed on a Tender Offer Statement and Rule 13e-3 Transaction Statement filed under cover of Schedule TO with the SEC on June 10, 2003 by ICN and as subsequently amended (the "Schedule TO"). Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Schedule 14D-9.

Item 9. Exhibits.

Item 9 is hereby amended and supplemented as follows: On August 5, 2003, the Company filed with the SEC Amendment No. 10 to its "Solicitation/ Recommendation Statement" on Schedule 14D-9 that omitted as an exhibit thereto the Agreement, dated August 4, 2003, by and among Ribapharm Inc., ICN Pharmaceuticals, Inc. and Rx Acquisition Corporation. The Agreement is attached hereto as Exhibit (e) (51) and is incorporated herein by reference.

(e) (51) Agreement, dated August 4, 2003, by and among Ribapharm Inc., ICN Pharmaceuticals, Inc. and Rx Acquisition Corporation.

SIGNATURE

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.

RIBAPHARM INC.

By: /s/ Daniel J. Paracka

Name: Daniel J. Paracka
Title: Chairman of the Board of
Directors

Dated: August 11, 2003