

TEVA PHARMACEUTICAL INDUSTRIES LTD

Form 6-K

January 21, 2004

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16

under the Securities Exchange Act of 1934

For the month of January 2004

Commission File Number 0-16174

- 1 -

Teva Pharmaceutical Industries Limited

(Translation of registrant's name into English)

5 Basel Street, P.O. Box 3190

Petach Tikva 49131 Israel

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F X

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also hereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No X

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g(3)-2(b):
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Teva Pharmaceutical Industries Ltd. Web Site www.tevapharm.com

Contact: Dan Suesskind

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Bill Fletcher
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FOR IMMEDIATE RELEASE

Dorit Meltzer
Director, Investor Relations
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**TEVA ANNOUNCES AN OFFERING OF APPROXIMATELY \$ 1 BILLION OF CONVERTIBLE
DEBENTURES**

Jerusalem, Israel, January 21, 2004 - Teva Pharmaceutical Industries Limited (Nasdaq: TEVA) announced today that, subject to market and other conditions, Teva Pharmaceutical Finance II, LLC, a special purpose finance subsidiary, intends to offer approximately \$1 billion of twenty-year convertible senior debentures. The debentures will be offered in two series.

In addition, the underwriters have been granted an option to purchase an additional \$ 150 million of debentures to cover overallotments.

The debentures are expected to be guaranteed by Teva and to be convertible into American Depositary Receipts of Teva. The offering is expected to be priced shortly.

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The debentures are being offered pursuant to Teva's effective shelf registration statement, which was previously filed with the Securities and Exchange Commission and declared effective on January 16, 2004. The offering is being made by a group of underwriters led by Lehman Brothers Inc., Credit Suisse First Boston LLC, and Citigroup Global Markets Inc. Lehman Brothers will be the sole book-running manager. A preliminary prospectus supplement relating to the offering may be obtained from Lehman Brothers, 745 Seventh Avenue, New York, NY 10013.

Teva expects to use the proceeds from the offering to refinance short term bank borrowings incurred to pay a portion of the purchase price for the pending acquisition of Sicor Inc., announced on October 31, 2003.

Teva Pharmaceutical Industries Ltd., headquartered in Israel, is among the top 30 pharmaceutical companies and among the largest generic pharmaceutical companies in the world. The Company develops, manufactures and markets generic and innovative human pharmaceuticals and active pharmaceutical ingredients. Close to 90% of Teva's sales are in North America and Europe.

Safe Harbor Statement under the U. S. Private Securities Litigation Reform Act of 1995: This release contains forward-looking statements, which express the current beliefs and expectations of management. Such statements are based on current expectations and involve a number of known and unknown risks and uncertainties that could cause Teva's future results, performance or achievements to differ significantly from the results, performance or achievements expressed or implied by such forward-looking statements. Important factors that could cause or contribute to such differences include Teva's ability to successfully develop and commercialize additional pharmaceutical products, the introduction of competitive generic products, the impact of competition from brand-name companies that sell their own generic products or successfully extend the exclusivity period of their branded products, Teva's ability to rapidly integrate the operations of acquired businesses, the availability of product liability coverage in the current insurance market, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry, the difficulty of predicting U.S. Food and Drug Administration ("FDA") and other regulatory authority approvals, the regulatory environment and changes in the health policies and structure of various countries, acceptance and demand for new pharmaceutical products and new therapies, uncertainties regarding market acceptance of innovative products newly launched, currently being sold or in development, the impact of restructuring of clients, reliance on strategic alliances, exposure to product liability claims, dependence on patent and other protections for innovative products, fluctuations in currency, exchange and interest rates, operating results and other factors that are discussed in Teva's Annual Report on Form 20-F and its other filings with the U.S. Securities and Exchange Commission ("SEC"). Forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

(Registrant)

By: /s/ Dan Suesskind

Name: Dan Suesskind

Title: Chief Financial Officer

Date: January 21, 2004

