

LIGAND PHARMACEUTICALS INC  
Form 8-K  
January 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 31, 2011**

**LIGAND PHARMACEUTICALS INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**001-33093**  
(Commission  
File Number)

**77-0160744**  
(I.R.S. Employer  
Identification No.)

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**11085 North Torrey Pines Road, Suite 300, La Jolla, California, 92037**

**(Address of Principal Executive Offices) (Zip Code)**

**(858) 550-7500**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On December 31, 2011, the contingent value rights agreement dated December 23, 2008 (the CVR Agreement ) among Ligand Pharmaceuticals Incorporated (the Company or Ligand ), Pharmacoepia, Inc. ( Pharmacoepia ) and Mellon Investor Services LLC expired. Pursuant to the terms of the CVR Agreement, due to the fact that the Company had not entered into a development, license or sale agreement (or an option to enter into any such agreement) related to the DARA product candidate on or prior to December 31, 2011, the former shareholders of Pharmacoepia were not entitled to any payments under the CVR Agreement. As of December 31, 2011, all rights granted to the former Pharmacoepia shareholders under the CVR Agreement have terminated.

**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 hereunto duly authorized.

LIGAND PHARMACEUTICALS INCORPORATED

Date: January 5, 2012

By: /s/ Charles S. Berkman  
Name: Charles S. Berkman  
Title: Vice President, General Counsel and Secretary