

FOREST LABORATORIES INC  
Form DFAN14A  
July 30, 2012

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. \_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                       |                                  |                                                                                 |
|-----------------------|----------------------------------|---------------------------------------------------------------------------------|
| <input type="radio"/> | <input type="radio"/>            | Preliminary Proxy Statement                                                     |
| <input type="radio"/> | <input type="radio"/>            | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
|                       | <input type="radio"/>            | Definitive Proxy Statement                                                      |
|                       | <input checked="" type="radio"/> | Definitive Additional Materials                                                 |
| <input type="radio"/> | <input type="radio"/>            | Soliciting Material Pursuant to § 240.14a-12                                    |

**Forest Laboratories, Inc.**

(Name of Registrant as Specified In Its Charter)

Carl C. Icahn

Dr. Eric J. Ende

Daniel A. Ninivaggi

Pierre Legault

Andrew J. Fromkin

Icahn Partners LP

Icahn Partners Master Fund LP

Icahn Partners Master Fund II L.P.

Icahn Partners Master Fund III L.P.

High River Limited Partnership

Hopper Investments LLC

Barberry Corp.

Icahn Onshore LP

Icahn Offshore LP

Icahn Capital L.P.

IPH GP LLC

Icahn Enterprises Holdings L.P.

Icahn Enterprises G.P. Inc.

Beckton Corp.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

o Fee paid previously with preliminary materials.

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:















