

ALLERGAN INC
Form 424B3
August 11, 2006

PROSPECTUS SUPPLEMENT NO. 2
(TO PROSPECTUS DATED JULY 31, 2006)

\$750,000,000

ALLERGAN, INC.

1.50% CONVERTIBLE SENIOR NOTES DUE 2026

SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This Prospectus Supplement No. 2 supplements and amends the Prospectus dated July 31, 2006 (as amended, the Prospectus), relating to the resale from time to time by holders of our 1.50% Convertible Senior Notes Due 2026 and shares of our common stock issuable upon the conversion of the notes of such securities. Such information has been obtained from the selling securityholders. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement.

The information appearing in the table below, as of the date hereof, supplements and amends the information in the table appearing under the heading "Selling Securityholders" in the Prospectus, and, where the name of a Selling Securityholder identified in the table below also appears in the table in the Prospectus, the information set forth in the table below regarding that Selling Securityholder supercedes the information in the Prospectus:

| NAME OF SECURITY HOLDER | PRINCIPAL AMOUNT OF NOTES | PERCENTAGE OF NOTES OUTSTANDING | COMMON STOCK OWNED PRIOR TO THE OFFERING | COMMON STOCK OFFERED HEREBY (1) |
|--|--|---------------------------------------|---|---|
| | BENEFICIALLY OWNED AND OFFERED HEREBY | | | |
| Alembic Ltd. | \$ 108,000 | * | 0 | 852 |
| The Captive Investors Fund | 1,314,000 | * | 0 | 10,374 |
| Empyrean Capital Overseas Benefit Plan Fund, Ltd. | 2,006,000 | * | 0 | 15,837 |
| Empyrean Capital Overseas Fund, Ltd. | 23,150,000 | 3.09% | 0 | 182,773 |
| Georgia Firefighters Pension Fund | 400,000 | * | 0 | 3,158 |
| Injured Workers Insurance Fund | 1,950,000 | * | 0 | 15,395 |
| Performa International Convertible Bond Fund | 2,805,000 | * | 0 | 22,146 |
| Radian Asset Assurance, Inc. | 1,400,000 | * | 0 | 11,053 |
| Radian Guaranty | 300,000 | * | 0 | 2,368 |
| Radian Insurance Inc. | 3,550,000 | * | 0 | 28,027 |
| Sage Capital Management, LLC | 2,500,000 | * | 0 | 19,738 |
| San Diego City Retirement | 1,325,000 | * | 0 | 10,461 |
| Tricor Re Investment Fund Ltd. | 273,000 | * | 0 | 2,155 |
| University of Arkansas Foundation | 250,000 | * | 0 | 1,973 |

* Less than one
percent.

(1) The number of shares of common stock offered hereby includes shares of common stock into which the notes are convertible. The number of shares of common stock offered hereby is based on a conversion rate of 7.8952 shares of common stock per \$1,000 principal amount of maturity of the notes. Information concerning other Selling Securityholders will be set forth in prospectus supplements from time to time, if required. The number of shares of common stock owned by the other Selling Securityholders or any future transferee from any such holder assumes that they do not beneficially own any common stock other than common stock into which the notes are convertible at a conversion rate of 7.8952 shares of common stock per \$1,000 principal amount of maturity of the notes.

INVESTING IN THE NOTES OR THE COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES INVOLVES A HIGH DEGREE OF RISK. PLEASE CONSIDER THE RISK FACTORS BEGINNING ON PAGE 5 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THE PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is August 11, 2006.