

AVANIR PHARMACEUTICALS, INC.  
Form SC14D9C  
December 02, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14D-9**  
**Solicitation/Recommendation Statement**  
**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

**AVANIR PHARMACEUTICALS, INC.**  
**(Name of Subject Company)**

**AVANIR PHARMACEUTICALS, INC.**  
**(Name of Person Filing Statement)**

**Common Stock, par value \$0.0001 per share**  
**(Title of Class of Securities)**

**05348P401**  
**(CUSIP Number of Class of Securities)**

**Keith Katkin**

**President and Chief Executive Officer**

**Avanir Pharmaceuticals, Inc.**

**30 Enterprise, Suite 400,**

**Aliso Viejo, California 92656**

**(949) 389-6700**

**(Name, address and telephone number of person authorized to receive  
notices and communications on behalf of the persons filing statement)**

*With copies to:*

**Charles K. Ruck**

**R. Scott Shean**

**David M. Wheeler**

**Latham & Watkins LLP**

**650 Town Center Drive, 20th Floor**

**Costa Mesa, CA 92626**

**(714) 540-1235**

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

The tender offer for all of the outstanding shares of common stock of Avanir (the "Offer") has not yet commenced. This filing and the attached exhibits are not an offer to buy nor a solicitation of an offer to sell any securities of Avanir. The solicitation and the offer to buy shares of Avanir's common stock will only be made pursuant to a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and other related materials that Otsuka Pharmaceutical Co. Ltd., a Japanese joint stock company ("Parent") and Bigarade Corporation, a Delaware corporation ("Acquisition Sub") intend to file with the U.S. Securities and Exchange Commission (the "SEC"). In addition, Avanir will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. Once filed, investors will be able to obtain the tender offer statement on Schedule TO, the offer to purchase, the Solicitation/Recommendation Statement of Avanir on Schedule 14D-9 and related materials with respect to the tender offer and the merger of Acquisition Sub with and into Avanir, with Avanir surviving as a wholly-owned subsidiary of Parent (the "Merger") free of charge at the website of the SEC at [www.sec.gov](http://www.sec.gov), and from the information agent named in the tender offer materials. Investors may also obtain, at no charge, any such documents filed with or furnished to the SEC by Avanir under the "Investors" section of Avanir's website at [www.avanir.com](http://www.avanir.com). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THESE DOCUMENTS WHEN THEY BECOME AVAILABLE, INCLUDING THE SOLICITATION/RECOMMENDATION STATEMENT OF AVANIR AND ANY AMENDMENTS THERETO, AS WELL AS ANY OTHER DOCUMENTS RELATING TO THE TENDER OFFER AND THE MERGER THAT ARE FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO WHETHER TO TENDER THEIR SHARES PURSUANT TO THE TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE TENDER OFFER.

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obligation to revise or update this report to reflect events or circumstances after the date hereof, except as required by law. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.