

ENDO PHARMACEUTICALS HOLDINGS INC

Form 3

December 22, 2008

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *D. E. Shaw Valence
Portfolios, L.L.C.

(Last) (First) (Middle)

120 WEST FORTY-FIFTH
STREET, 39TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/12/2008

3. Issuer Name and Ticker or Trading Symbol

ENDO PHARMACEUTICALS HOLDINGS INC
[ENDP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ☒ Other
(give title below) (specify below)
See footnote 3.6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

13,144,244

D (1) (3) 39Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Call Option (Right to Buy)	Â (2)	01/15/2010	Common Stock	25,000	\$ 40	D (2) (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D. E. Shaw Valence Portfolios, L.L.C. 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	See footnote 3.
D. E. SHAW & CO, L.P. 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	See footnote 3.
SHAW DAVID E 120 WEST FORTY-FIFTH STREET 39TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	See footnote 3.

Signatures

D. E. Shaw Valence Portfolios, L.L.C. By: D. E. Shaw & Co., L.P. as managing member By: Rochelle Elias, Chief Compliance Officer	12/22/2008
**Signature of Reporting Person	Date
D. E. Shaw & Co., L.P. By: Rochelle Elias, Chief Compliance Officer	12/22/2008
**Signature of Reporting Person	Date
David E. Shaw By: Rochelle Elias, Attorney-in-Fact for David E. Shaw	12/22/2008
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The shares of Common Stock reported in Table I of this Form 3 are held as follows: (i) D. E. Shaw Valence Portfolios, L.L.C.
- (1) ("Valence") holds 13,143,944 shares of Common Stock, and (ii) D. E. Shaw Investment Management, L.L.C. ("DESIM LLC") controls 300 shares of Common Stock.
- (2) The derivative securities reported in Table II of this form are held directly by Valence. The derivative securities that reference this footnote are immediately exercisable "American-style" options.
- D. E. Shaw & Co., L.P. ("DESCO LP"), as investment adviser to Valence and as managing member of DESIM LLC, and David E. Shaw (as president and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP), may be deemed to be the beneficial owners of more than 10% of the Common Stock of the Issuer for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934. In accordance with instruction 5(b)(iv), the entire number of shares of Common Stock that may be deemed to be beneficially owned by Valence, DESIM LLC, or DESCO LP is reported herein. Each of DESCO LP, DESIM LLC, and David E. Shaw disclaims any beneficial ownership of any of the securities listed in this Form 3, except to the extent of any pecuniary interest therein.
- (3)

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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