

BENTLEY PHARMACEUTICALS INC

Form 8-K

July 08, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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) **July 8, 2008**  
**Bentley Pharmaceuticals, Inc.**  
(Exact name of Registrant as specified in its charter)**

|  |   |   |
|--|---|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>1-10581</b><br>(Commission File No.) | <b>59-1513162</b><br>(I.R.S. Employer<br>Identification Number) |
|--|---|---|

**Bentley Park  
2 Holland Way  
Exeter, New Hampshire  
(Address of principal  
executive office)**

**03833**  
(Zip Code)

Registrant's telephone number, including area code **(603) 658-6100**

No change since last report

(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 Securities 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))
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**Item 3.01 Notice of Delisting or failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

In connection with the anticipated merger with Teva Pharmaceutical Industries Ltd. ( Teva ), the Company has notified the New York Stock Exchange ( NYSE ) of its intent to withdraw the listing of its common stock, par value \$0.02 per share, (the Common Stock ) on the NYSE. After the merger is completed, the Company will request that the NYSE file a notification of removal from listing on Form 25 with the Securities and Exchange Commission (the

Commission ) with respect to the Common Stock. In addition, the Company will file with the Commission a certification and notice of termination on Form 15 with respect to the Common Stock, requesting that the Common Stock (and the associated Series A Junior Participating Preferred Stock purchase rights) be deregistered under Section 12(b) of the Exchange Act of 1934, as amended (the Exchange Act ) and that the reporting obligations of the Company under Sections 13 and 15(d) of the Exchange Act be suspended.

On July 8, 2008 the Company issued a press release announcing its notification to the NYSE of its intention to delist its common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

99.1 Press release, dated July 8, 2008.

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**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.

**BENTLEY PHARMACEUTICALS, INC.**

By: /s/ Richard P. Lindsay  
Richard P. Lindsay  
Vice President and Chief Financial  
Officer

Date: July 8, 2008

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BENTLEY PHARMACEUTICALS, INC  
CURRENT REPORT ON FORM 8-K  
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EXHIBIT INDEX

**Exhibit No. Description**

99.1 Press Release, dated July 8, 2008.