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FOREST LABORATORIES INC Form DFAN14A July 31, 2012

SCHEDULE 14A

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

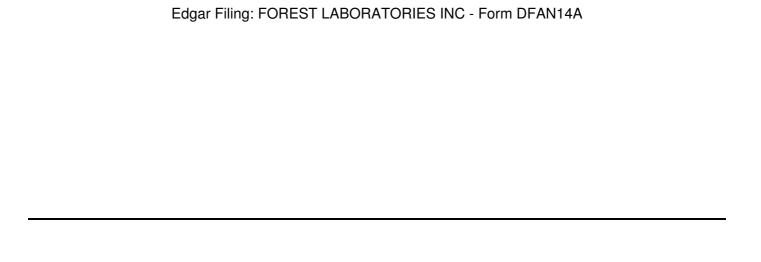
Filed by the Reg	gistrant []
Filed by a Party	other than the Registrant [x]
Check the appro	opriate box:
[] [] [] [X] []	Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) Definitive Proxy Statement Definitive Additional Materials Soliciting Material 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. 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 Filin	ng Fee (check the appropriate box):
[X]	No fee required.
[]	Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

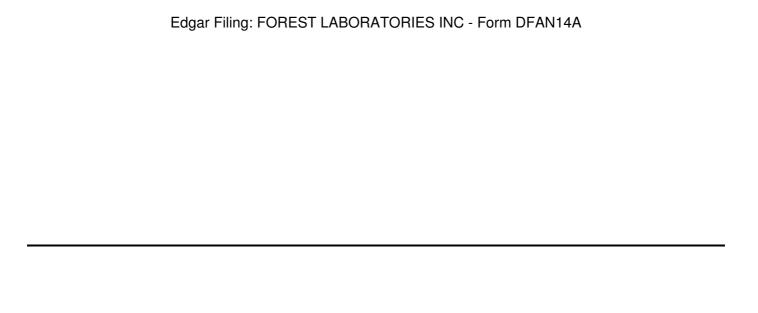
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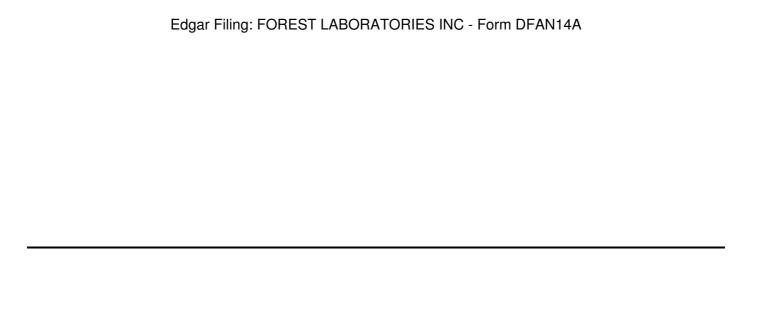
1)	Title of each class of securities to which transaction applies:
2)	Aggregate number of securities to which transaction applies:
3) forth the	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set amount on which the filing fee is calculated and state how it was determined):
4)	Proposed maximum aggregate value of transaction:
5)	Total fee paid:
[]	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 the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Schedule and the date of its filing.
1)	Amount Previously Paid:
2)	Form, Schedule or Registration Statement No.:
3)	Filing Party:
4)	Date Filed:
	

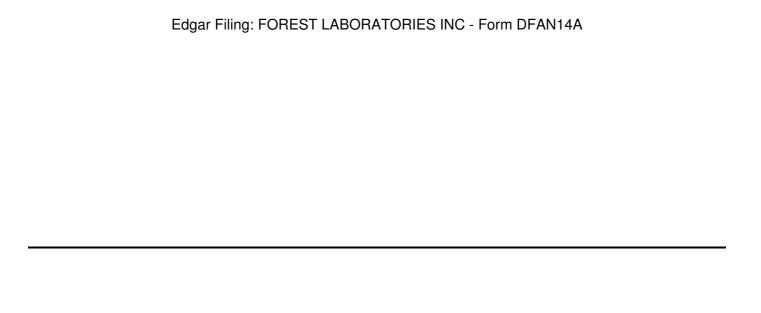
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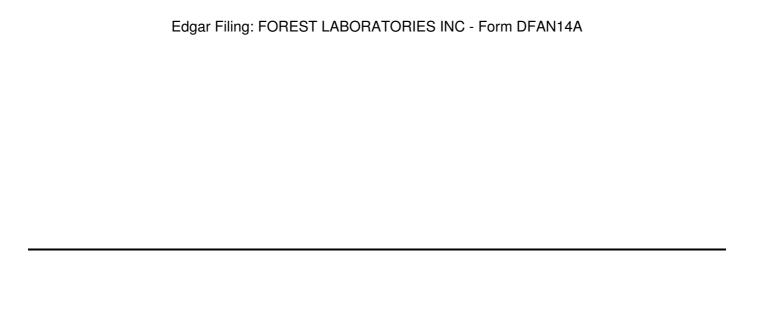
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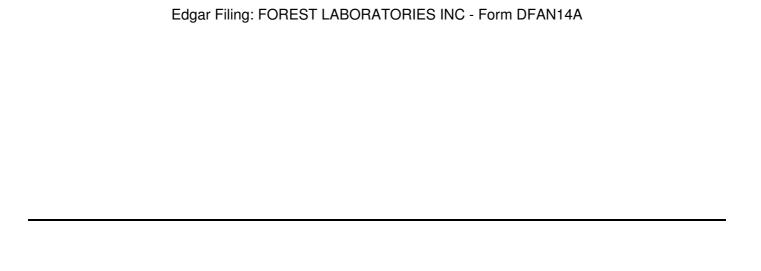




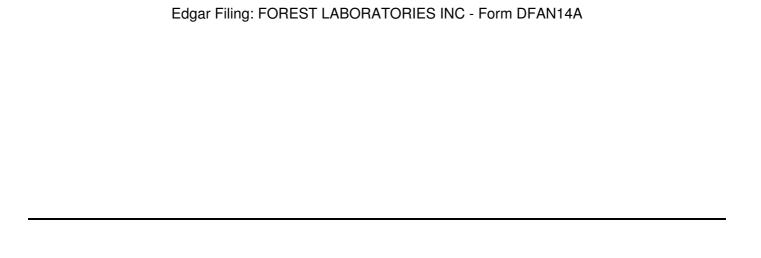


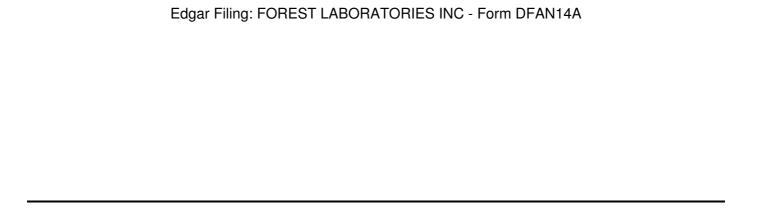


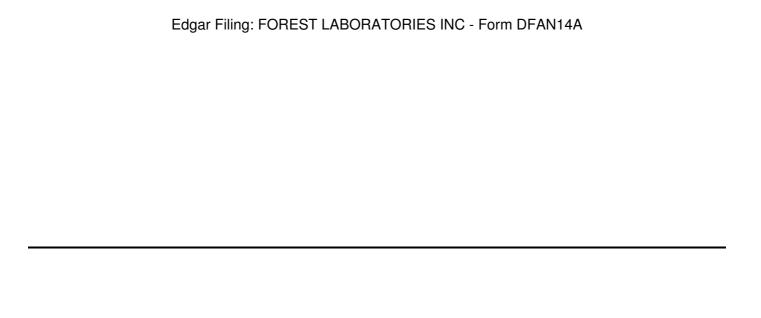




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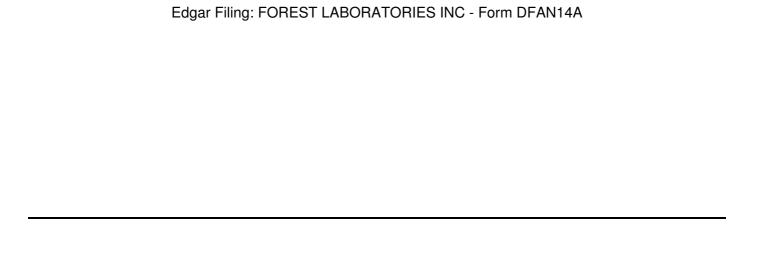


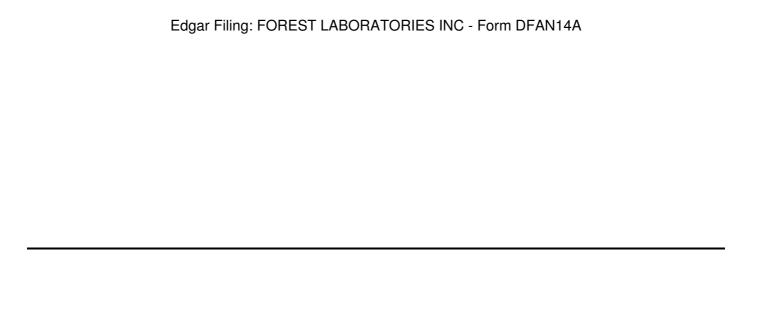


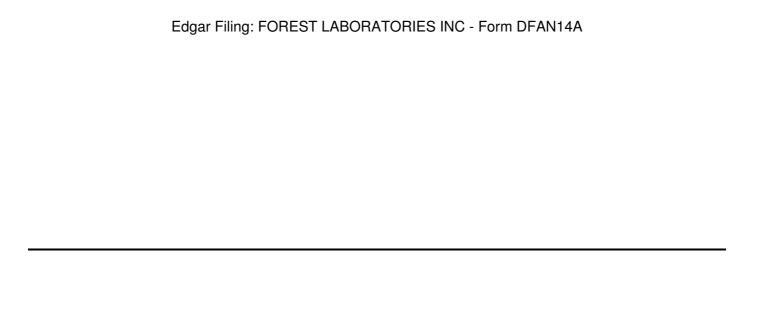
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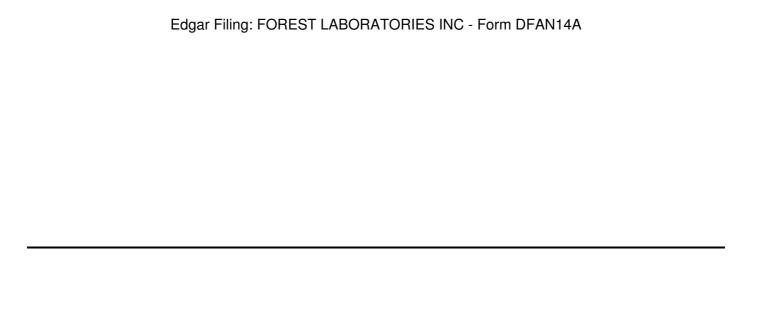
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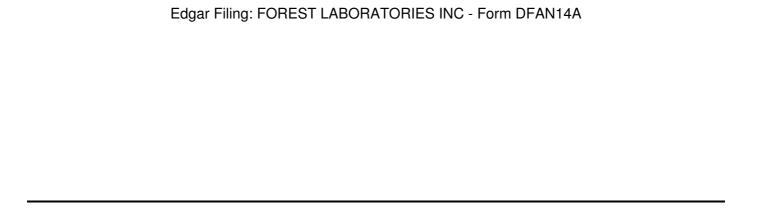
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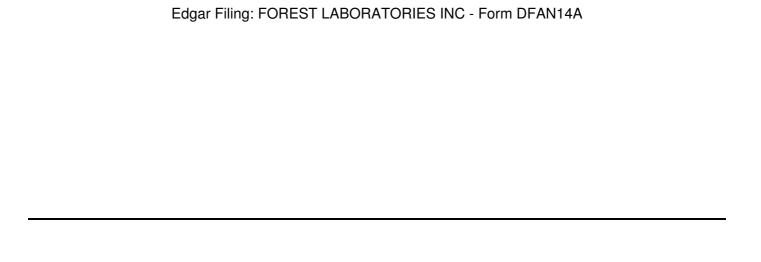


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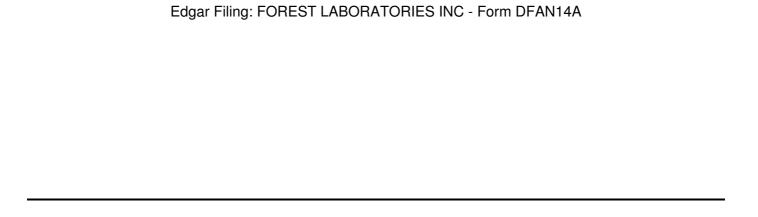
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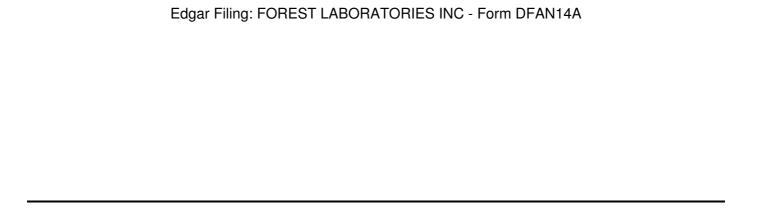
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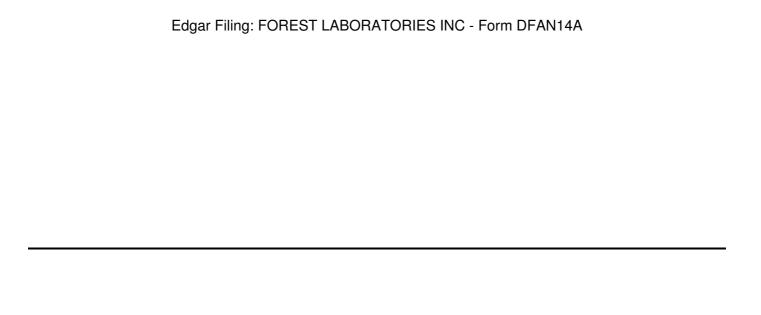
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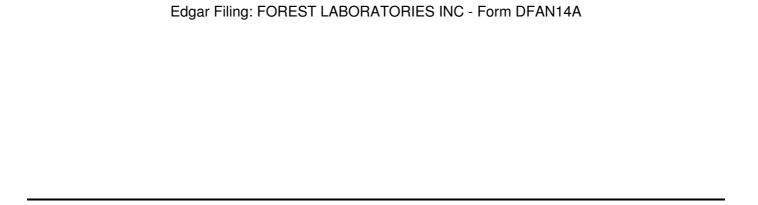
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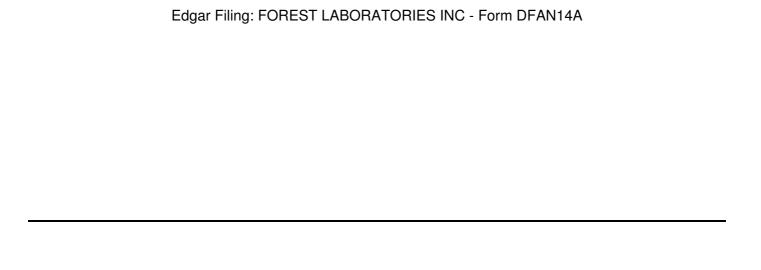
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