

Edgar Filing: Arkin Moshe - Form SC 13D/A

Arkin Moshe  
Form SC 13D/A  
May 31, 2011

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 5)

PERRIGO COMPANY

-----  
(Name of Issuer)

COMMON STOCK, WITHOUT PAR VALUE

-----  
(Title of Class of Securities)

714290103

-----  
(CUSIP Number)

Moshe Arkin  
c/o Perrigo Israel Pharmaceuticals Ltd.  
29 Lehi Street, B'nei-Brak 51200, Israel  
Telephone: 972-3-577-3690

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

May 5, 2011

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box .

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 714290103

13D

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-----  
1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Moshe Arkin  
-----

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO, PF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER None
	8. SHARED VOTING POWER 5,271,224 Shares (*)
	9. SOLE DISPOSITIVE POWER None
	10. SHARED DISPOSITIVE POWER 5,271,224 Shares (*)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,271,224 Shares (\*)

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.68% (Based on 92,726,110 outstanding shares) (\*\*)

14. TYPE OF REPORTING PERSON  
IN

(\*) This figure is as of May 24, 2011. When the obligation to file this Schedule 13D arose on May 5, 2011, this figure was 5,856,174.

(\*\*) This figure was 6.32% when the obligation to file this Schedule 13D arose on May 5, 2011.

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Nichsei Arkin Ltd.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Israel

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER None
	8. SHARED VOTING POWER 5,271,224 Shares (*)
	9. SOLE DISPOSITIVE POWER None
	10. SHARED DISPOSITIVE POWER 5,271,224 Shares (*)

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,271,224 Shares (\*)

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.68% (Based on 92,726,110 outstanding shares) (\*\*)

14. TYPE OF REPORTING PERSON  
CO

(\*) This figure is as of May 24, 2011. When the obligation to file this Schedule 13D arose on May 5, 2011, this figure was 5,856,174.

(\*\*) This figure was 6.32% when the obligation to file this Schedule 13D arose on May 5, 2011.

The Schedule 13D filed by Moshe Arkin ("Arkin") and Nichsei Arkin Ltd. ("Nichsei") on March 25, 2005 relating to shares of common stock, without par value (the "Perrigo Shares") of Perrigo Company, a Michigan company ("Perrigo"), as amended by Amendment No. 1 filed on August 28, 2008, as amended by Amendment No. 2 filed on September 11, 2008, as amended by Amendment No. 3 filed on October 23, 2008, and as amended by Amendment No. 4 filed December 15, 2009, is hereby further amended as set forth below by this Amendment No. 5 (this "Statement") in connection with the sale of shares by Arkin and Nichsei.

ITEM 2. IDENTITY AND BACKGROUND.

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Item 2 of Schedule 13D is hereby amended and restated as follows:

(a) - (c), (f) This Statement is filed by Moshe Arkin, an individual who is a citizen of the State of Israel ("Arkin"), and Nichsei Arkin Ltd., an Israeli company controlled by Arkin ("Nichsei"). Arkin's and Nichsei's principal business address is 6 Hachoshlim Street, Herzelia 46724, Israel. Arkin is the sole director and executive officer of Nichsei. His present principal business occupation is investing personal funds.

(d) - (e) During the last five years, neither Arkin or Nichsei has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding violations with respect to such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The last paragraph of Item 3 of Schedule 13D is hereby amended in its entirety as follows:

Arkin and Nichsei acquired 10,022,092 Perrigo Shares as a result of a Merger described and defined in the Schedule 13D filed March 25, 2005. Since acquiring these Perrigo Shares, Arkin has received employee stock options, restricted stock awards, and restricted stock units in connection with his former position as Vice Chairman of Perrigo and current position as a member of the Board of Directors of Perrigo. Arkin did not pay additional consideration in connection with the acquisition of these employee stock options, restricted stock awards, and restricted stock units. Using personal funds, Mr. Arkin exercised 87,351 of these stock options, restricted stock awards, and restricted stock units on February 17, 2011. No stock options, restricted stock awards or restricted stock units held by Mr. Arkin are currently exercisable. In addition, since acquisition of the Perrigo Shares as a result of the Merger, Arkin and Nichsei have sold 4,750,868 shares, including 1,600 donated to charity.

### ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of Schedule 13D is hereby amended by adding the following paragraphs before the last paragraph of Item 4:

In addition, in his capacity as Director of Perrigo, Mr. Arkin received 2,224 stock options on November 9, 2010 (with an exercise price of \$59.74 and vesting on November 9, 2011).

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In addition, in his capacity as Director of Perrigo (and pursuant to Perrigo's 2008 Long-Term Incentive Plan), Mr. Arkin received 1,130 Perrigo Shares as a restricted stock award on November 9, 2010 (vesting November 9, 2011).

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of Schedule 13D is hereby amended and restated as follows:

(a) As of May 24, 2011, as a result of Arkin's control over Nichsei, Arkin is the beneficial owner (within the meaning of Rule 13d-3 under the Exchange

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Act) of 5,271,224 Perrigo Shares held of record by Arkin and Nichsei, which represent approximately 5.68% of the total outstanding Perrigo Shares (based on the number of Perrigo Shares disclosed as outstanding on Form 10-Q filed by Perrigo on May 3, 2011). Of these, Nichsei is the record holder of 5,271,224 Perrigo Shares, and Arkin is the beneficial holder of 0 Perrigo Shares that he has a right to acquire based on various employee stock option grants and restricted stock awards currently exercisable (this figure does not include 17,092 employee stock option grants and restricted stock awards not currently exercisable).

(b) As a result of Arkin's control over Nichsei, Arkin and Nichsei have the shared power to direct the vote and the shared power to direct the disposition of 5,271,224 Perrigo Shares. In addition, Arkin has the sole power to direct the vote and the sole power to direct the disposition of an additional 0 Perrigo Shares that he has a right to acquire based on various employee stock option grants and restricted stock awards currently exercisable (this figure does not include 17,092 employee stock option grants and restricted stock awards not currently exercisable).

(c) In the last 60 days, the below-listed transactions in Perrigo Shares, or securities convertible into, exercisable for, or exchangeable for Perrigo Shares, were consummated by the persons referenced in Item 2 (each of which sales were effected in ordinary brokerage transactions).

DATE OF SALE	NUMBER OF SHARES SOLD	SECURITY TYPE	SALE PRICE PER SHARE (\$)
March 3, 2011	22,099	Ordinary Shares	77.286
May 5, 2011	165,050	Ordinary Shares	86.032
May 6, 2011	65,095	Ordinary Shares	87.126
May 9, 2011	141,127	Ordinary Shares	87.627
May 10, 2011	78,553	Ordinary Shares	87.516
May 11, 2011	50,175	Ordinary Shares	87.241
May 12, 2011	100,000	Ordinary Shares	87.426
May 13, 2011	7,195	Ordinary Shares	87.782
May 18, 2011	142,805	Ordinary Shares	86.313

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 29, 2011

NICHSEI ARKIN LTD.

By: /s/ Menachem Inbar

Name: Menachem Inbar\*

Title: Attorney-in-fact for Moshe

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Arkin, Chairman of Nichsei Arkin Ltd.

MOSHE ARKIN

By: /s/ Menachem Inbar

-----  
Name: Menachem Inbar\*\*

Title: Attorney-in-fact

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\* Duly authorized under Special Power of Attorney appointing Menachem Inbar attorney-in-fact, dated August 12, 2008 by and on behalf of Moshe Arkin as Chairman of Nichsei Arkin Ltd. (incorporated herein by reference to Exhibit 24.1 to Amendment No. 1 to Schedule 13D filed by Arkin and Nichsei on August 28, 2008).

\*\* Duly authorized under Special Power of Attorney appointing Menachem Inbar attorney-in-fact, dated August 12, 2008 by and on behalf of Moshe Arkin (incorporated herein by reference to Exhibit 24.2 to Amendment No. 1 to Schedule 13D filed by Arkin and Nichsei on August 28, 2008).

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## INDEX TO EXHIBITS

Exhibit Number -----	Document -----
A	Agreement and Plan of Merger, dated November 14, 2004, by and among Perrigo Company, Perrigo Israel Opportunities Ltd. and Agis Industries (1983) Ltd. (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Perrigo Company on November 18, 2004).
B	Lock-up Agreement, dated November 14, 2004, by and among Perrigo Company, Perrigo Israel Opportunities Ltd. and Moshe Arkin (incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by Perrigo Company on November 18, 2004).
C	Registration Rights Agreement, dated November 14, 2004, by and between Perrigo Company and Moshe Arkin (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by Perrigo Company on November 18, 2004).
D	Nominating Agreement, dated November 14, 2004, by and between Perrigo Company and Moshe Arkin (incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by Perrigo Company on November 18, 2004).
E	Employment Agreement, dated November 14, 2004, by and among Perrigo Company, Agis Industries (1983) Ltd. and Moshe Arkin (incorporated herein by reference to Exhibit 99.6 to the Registration Statement on Form S-4 filed by Perrigo Company on February 11, 2005).

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- F Joint Filing Agreement, dated March 25, 2005, between Moshe Arkin and Nichsei Arkin Ltd. (incorporated herein by reference to Exhibit 99 to the Schedule 13D filed by Moshe Arkin and Nichsei Arkin Ltd. on March 25, 2005).
  
- G Sales Plan, dated September 5, 2008, between Nichsei Arkin Ltd. and J.P. Morgan Securities Inc. (incorporated herein by reference to Exhibit 99 to Amendment No. 2 to Schedule 13D filed by Moshe Arkin and Nichsei Arkin Ltd. on September 11, 2008).
  
- 24.1 Power of Attorney of Moshe Arkin as Chairman of Nichsei Arkin Ltd., dated August 12, 2008 (incorporated herein by reference to Exhibit 24.1 to Amendment No. 1 to Schedule 13D filed by Moshe Arkin and Nichsei Arkin Ltd. on August 28, 2008).
  
- 24.2 Power of Attorney of Moshe Arkin, dated August 12, 2008 (incorporated herein by reference to Exhibit 24.2 to Amendment No. 1 to Schedule 13D filed by Moshe Arkin and Nichsei Arkin Ltd. on August 28, 2008).