

SECURITIES AND EXCHANGE COMMISSION

FORM FWP

Filing under Securities Act Rules 163/433 of free writing prospectuses

Filing Date: **2013-01-23**
SEC Accession No. [0001104659-13-004149](#)

(HTML Version on secdatabase.com)

SUBJECT COMPANY

AUXILIUM PHARMACEUTICALS INC

CIK: **1182129** | IRS No.: **233016883** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **FWP** | Act: **34** | File No.: **333-186157** | Film No.: **13543160**
SIC: **2834** Pharmaceutical preparations

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Auxilium Pharmaceuticals, Inc. Announces
Offering of Convertible Senior Notes Due 2018

CHESTERBROOK, PA (January 23, 2013) – Auxilium Pharmaceuticals, Inc. (Nasdaq: AUXL), a specialty biopharmaceutical company (“Auxilium”), today announced that it intends, subject to market and other conditions, to offer \$200.0 million aggregate principal amount of Convertible Senior Notes due 2018 (the “Convertible Notes”) in an offering (the “Offering”) registered under the Securities Act of 1933, as amended (the “Securities Act”). The Convertible Notes are expected to pay interest semi-annually and be convertible into shares of Auxilium’s common stock, cash or a combination thereof at Auxilium’s election.

Goldman, Sachs & Co. and J.P. Morgan Securities LLC are acting as joint book-running managers for the Offering. Cowen and Company and RBC Capital Markets are acting as co-managers for the Offering. The Convertible Notes will be offered and sold under Auxilium’s shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (the “SEC”) on January 23, 2013, which was effective upon filing, and a preliminary prospectus supplement setting forth the terms of the Convertible Notes, filed with the SEC on January 23, 2013. Before investing, investors should read the prospectus and the preliminary prospectus supplement and other documents that Auxilium has filed with the SEC for more complete information about Auxilium and the Offering. These documents may be obtained at www.sec.gov. Printed copies of the preliminary prospectus supplement relating to the Offering may also be obtained by requesting copies from Goldman, Sachs & Co. (Attn: Prospectus Department, 200 West Street, New York, New York 10282, Fax: 212-902-9316 or Email at prospectus-ny@ny.email.gs.com or by calling 1-866-471-2526) or J.P. Morgan Securities LLC (c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 or by calling 866-803-9204).

The Convertible Notes will be general senior unsecured obligations of Auxilium.

Auxilium intends to use the net proceeds from the Offering to pay the cost of the note hedge transactions described below (after such cost is partially offset by the proceeds from the sale of warrants, as described below) and for general corporate purposes, which may include the acquisition (including by merger, purchase, license or otherwise) of businesses, products, product rights or technologies.

In connection with the Offering, Auxilium expects to enter into note hedge transactions with one or more of the underwriters of the Convertible Notes or their respective affiliates (the “hedge counterparties”). The note hedge transactions are expected generally to reduce the potential dilution to Auxilium’s common stock and/or offset potential cash payments in excess of the principal amount upon any conversion of Convertible Notes in the event that the market value per share of Auxilium’s common stock, as measured under the terms of the note hedge transactions, is greater than the strike

price of the note hedge transactions (which is expected to correspond to the initial conversion price of the Convertible Notes and be subject to certain adjustments substantially similar to those contained in the Convertible Notes). In addition, in order to partially offset the cost of the note hedge transactions, Auxilium expects to issue warrants to the hedge counterparties at a higher strike price. The

warrants would separately have a dilutive effect to the extent that the market value per share of Auxilium's common stock exceeds the applicable strike price of the warrants. If the underwriters exercise their option to purchase additional Convertible Notes, Auxilium may enter into additional note hedge and warrant transactions.

Auxilium has been advised that, in connection with the note hedge and warrant transactions, the hedge counterparties or their affiliates expect to enter into various derivative transactions with respect to Auxilium's common stock concurrently with, or shortly after, the pricing of the Convertible Notes and may, from time to time following the pricing of the Convertible Notes, enter into or unwind various derivatives and/or purchase or sell Auxilium's common stock or other securities of Auxilium in secondary market transactions (and are likely to do so during any observation period relating to a conversion of Convertible Notes). These activities could increase (or reduce the size of any decrease in) the price of Auxilium's common stock concurrently with or following the pricing of the Convertible Notes, and could also cause or avoid an increase or a decrease in the price of Auxilium's common stock following the pricing of the Convertible Notes and prior to the maturity date.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of any of the Convertible Notes in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any offer, if at all, will be made only by means of the prospectus, including the prospectus supplement, forming a part of the effective registration statement.

About Auxilium

Auxilium is a specialty biopharmaceutical company with a focus on developing and marketing products to predominantly specialist audiences. Auxilium markets Testim® 1% (testosterone gel) for the topical treatment of hypogonadism and XIAFLEX® (collagenase clostridium histolyticum) for the treatment of adult Dupuytren's contracture patients with a palpable cord in the U.S. GSK co-promotes Testim with Auxilium in the U.S. Ferring International Center S.A. markets Testim in certain countries of the EU and Paladin Labs Inc. markets Testim in Canada. Pfizer has marketing rights for XIAPEX® (the EU tradename for collagenase clostridium histolyticum) in 46 countries in Eurasia through April 24, 2013; Asahi Kasei Pharma Corporation has development and commercial rights for XIAFLEX in Japan; and Actelion Pharmaceuticals Ltd has development and commercial rights for XIAFLEX in Canada, Australia, Brazil and Mexico. Additionally, collagenase clostridium histolyticum ("CCH") is in phase IIa of development for the treatment of Frozen Shoulder syndrome (adhesive capsulitis) and phase Ib of development for the treatment of cellulite (edematous fibrosclerotic panniculopathy). Auxilium also has rights to pursue additional indications for CCH.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This news release contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995, including statements made with respect to Auxilium's strategy, progress and timing of development programs and related trials, the efficacy of its product candidates, the commercial benefits available to it as a result of its agreements with third parties, future operations,

financial position, future revenues, projected costs, prospects, plans and objectives of management and other statements regarding matters that are not historical facts, and involve predictions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance, achievements or prospects to be materially different from any future results, performance, achievements or prospects expressed in or implied by such forward-looking statements. In some cases you can identify forward-looking statements by terminology such as 'may', 'will', 'should', 'would', 'expect', 'intend', 'plan', 'anticipate', 'believe', 'estimate', 'predict', 'potential', 'seem', 'seek', 'future', 'continue', or 'appear' or the negative of these terms or similar expressions, although not all forward-looking statements contain these identifying words. Although forward-looking statements are based on Auxilium's current plans or assessments that are believed to be reasonable as of the date of this press release, they inherently involve certain risks and uncertainties. These forward-looking statements are subject to a number of risks and uncertainties, including those discussed under 'Risk Factors' in Auxilium's Annual Report on Form 10-K for

the year ended December 31, 2011, each of Auxilium' s Quarterly Reports on Form 10-Q for the three months ended September 30, 2012, June 30, 2012 and March 31, 2012 and Auxilium' s preliminary prospectus supplement and Current Report on Form 8-K, each filed with the Securities and Exchange Commission (the "SEC") on January 23, 2013. While Auxilium may elect to update the forward-looking statements made in this news release in the future, Auxilium specifically disclaims any obligation to do so. Our SEC filings may be accessed electronically by means of the SEC' s home page on the Internet at <http://www.sec.gov>. There may be additional risks that Auxilium does not presently know or that Auxilium currently believes are immaterial which could also cause actual results to differ from those contained in the forward-looking statements.

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