

UNITED THERAPEUTICS CORP
Form 8-K
September 01, 2009

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): **September 1, 2009**

United Therapeutics Corporation

(Exact Name of Registrant as Specified in the Charter)

Delaware
(State or other jurisdiction of
incorporation
or organization)

000-26301
(Commission File Number)

52-1984749
(I.R.S. Employer Identification No.)

1110 Spring Street
Silver Spring, MD
(Address of principal executive offices)

20910
(Zip Code)

(301) 608-9292

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(Registrant's telephone number, including area code)

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 Exchange 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 8.01 Other Events

On September 1, 2009, United Therapeutics Corporation (the Company) issued a press release announcing that the Company's Board of Directors approved a split of the Company's common stock to be effected in the form of a stock dividend, in which one share of common stock will be distributed for each share of common stock issued as of September 14, 2009 (the Record Date) (whether outstanding or held in treasury) (the Stock Dividend). The distribution is scheduled to occur on September 22, 2009 to shareholders of record at the close of business on the Record Date.

In accordance with the First Amended and Restated Rights Agreement between the Company and The Bank of New York, as rights agent, dated as of June 30, 2008 (the Rights Agreement), each share of the Company's common stock is currently accompanied by one preferred share purchase right (a Right). Each Right entitles the holder to purchase a certain number of shares of the Company's Series A Junior Participating Preferred Stock, par value \$0.01 per share (the Preferred Stock). Pursuant to Section 11(p) of the Rights Agreement, an adjustment to the number of one-thousandths of a share of Preferred Stock purchasable upon proper exercise of a Right will be required as a result of the Stock Dividend. Effective as of September