

VALEANT PHARMACEUTICALS INTERNATIONAL

Form 8-K

February 25, 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): February 20, 2008

Valeant Pharmaceuticals International

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1-11397

(Commission File Number)

33-0628076

(IRS Employer
Identification No.)

One Enterprise

Aliso Viejo, California

(Address of principal executive offices)

92656

(Zip Code)

Registrant's telephone number, including area code: **(949) 461-6000**

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On February 20, 2008, our Board of Directors amended Article V, Sections 1, 3 and 4 of our Amended and Restated Bylaws, effective immediately, to allow for the issuance of uncertificated shares of our capital stock to be eligible for a direct registration system whereby shares are uncertificated and represented by electronic record. The summary of the changes to the terms of our Amended and Restated Bylaws as set forth in this Item 5.03 is subject and qualified in its entirety by our Amended and Restated Bylaws, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Exhibit Description
3.1	Amended and Restated Bylaws

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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.

Valeant Pharmaceuticals International

Date: February 25, 2008

By: /s/ Eileen C. Pruette
Eileen C. Pruette
Executive Vice President, General
Counsel

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Amended and Restated Bylaws