

MEDICIS PHARMACEUTICAL CORP  
Form 8-K  
May 22, 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  
May 19, 2009**

**Date of Report (Date of earliest event reported)**  
**Medicis Pharmaceutical Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-14471**  
(Commission File Number)

**52-1574808**  
(IRS Employer  
Identification Number)

**7720 North Dobson Road**  
**Scottsdale, Arizona 85256**  
(Address of principal executive offices) (Zip Code)

**(602) 808-8800**  
(Registrant's telephone number, including area code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 19, 2009, at the annual meeting of stockholders, the stockholders of Medicis Pharmaceutical Corporation (the Company ) approved an amendment (the Amendment ) to the Medicis 2006 Incentive Award Plan, as amended (the 2006 Plan ), which increased the number of shares authorized for issuance under the 2006 Plan by 2,000,000 shares. The Amendment became effective immediately upon stockholder approval.

The foregoing summary is qualified by reference to the description of the 2006 Plan contained in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 7, 2009 (the Proxy Statement ), and to the Plan Amendment attached as Appendix A to the Proxy Statement, which are incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 22, 2009

By: /s/ Richard D. Peterson  
Richard D. Peterson  
Executive Vice President, Chief  
Financial Officer and Treasurer