

SUN PHARMA GLOBAL INC
Form 4
June 16, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUN PHARMACEUTICAL
INDUSTRIES LTD

2. Issuer Name and Ticker or Trading Symbol
CARACO PHARMACEUTICAL
LABORATORIES LTD [CPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
17/B MAHAL INDUSTRIAL
ESTATE, MAHAKALI CAVES
ROAD, ANDHERI (EAST)

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
MUMBAI, K7 400 093

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/14/2011		J(1)(2)(3)(4)	V 9,710,614 (1) (2) (3) (4)	(A) or (D) Price (1) (2) (3) (4)	I	See Footnote (5)
Common Stock					8,382,666 (1) (2) (3) (4)	D (6)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUN PHARMACEUTICAL INDUSTRIES LTD 17/B MAHAL INDUSTRIAL ESTATE MAHAKALI CAVES ROAD, ANDHERI (EAST) MUMBAI, K7 400 093		X		
SUN PHARMA GLOBAL INC INTERNATIONAL TRUST BUILDING P.O. BOX 659, ROAD TOWN TORTOLA, D8 00000		X		
SHANGHVI DILIP S 17/B MAHAL INDUSTRIAL ESTATE MAHAKALI CAVES ROAD, ANDHERI (EAST) MUMBAI, K7 400 093	X			Non-Executive Chairman

Signatures

Sun Pharmaceutical Industries Limited, By: /s/ Dilip S. Shanghvi, Chairman and Managing Director	06/16/2011
__Signature of Reporting Person	Date
Sun Pharma Global, Inc., By: /s/ Harin Mehta, Director	06/16/2011
__Signature of Reporting Person	Date
/s/ Dilip S. Shanghvi	06/16/2011
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

At a special meeting of stockholders held on June 14, 2011 (the "Special Meeting"), the stockholders of Caraco Pharmaceutical Laboratories, Ltd. ("Caraco") voted to approve and adopt the Agreement and Plan of Merger, dated as of February 21, 2011 (the "Merger Agreement"), by and among Sun Pharmaceutical Industries Limited ("Sun Pharma"), Sun Pharma Global, Inc. ("Sun Global"), Sun Laboratories, Inc. ("Sun Laboratories") and Caraco. Immediately following the approval and adoption, on June 14, 2011, Sun Laboratories was merged (the "Merger") with and into Caraco, with Caraco as the surviving corporation. (footnote continued)

(continued from Footnote 1) Pursuant to the Merger Agreement, as of the effective time of the Merger (the "Effective Time"), each share of common stock of Caraco issued and outstanding immediately prior to the Effective Time (other than shares of common stock held by Sun Pharma and Sun Global, and shares held by dissenting stockholders) was converted into the right to receive \$5.25, without interest and subject to any applicable withholding taxes. Each share, including those held by dissenting stockholders, not held by Sun Pharma or Sun Global was then automatically cancelled and ceases to exist.

(continued from Footnote 1) Also at the Effective Time: each of the 100 shares of common stock of Sun Laboratories held by Sun Global that was issued and outstanding immediately prior to the Effective time was converted into one share of common stock of Caraco; each share of common stock of Caraco held by Sun Pharma immediately prior to the Effective Time remained outstanding following the Merger as a share of common stock of Caraco; and each share of common stock of Caraco held by Sun Global immediately prior to the Effective Time remained outstanding following the Merger and was converted into the number of shares of common stock of Caraco equal to the sum of the number of shares of common stock of Caraco owned by Sun Global immediately prior to the Effective Time and the number of shares of common stock of Caraco held by Caraco's stockholders other than Sun Pharma and Sun Global immediately prior to the Effective Time.

(continued from Footnote 1) As a result of the Merger, all of Caraco's issued and outstanding common stock is owned by Sun Pharma and Sun Global. In addition, as a result of the Merger, Caraco's common stock ceased trading on the NYSE Amex as of the close of trading on June 14, 2011, and the NYSE Amex will file an application on Form 25 with the SEC to report that Caraco's common stock is no longer listed on the NYSE Amex. Caraco expects to file a Form 15 with the SEC to provide notice of the suspension of its duty to file reports under Section 15(d) of the Securities Exchange Act of 1934, as amended.

(5) These shares are owned directly by Sun Global. Dilip S. Shanghvi is the controlling shareholder of Sun Pharma. Sun Pharma and Mr. Shanghvi disclaim beneficial ownership of the reported shares except to the extent of their respective pecuniary interests therein.

(6) These shares are owned directly by Sun Pharma. Dilip S. Shanghvi is the controlling shareholder of Sun Pharma. Mr. Shanghvi disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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