MYLAN INC.
Form 424B3
November 01, 2007

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The information in this prospectus supplement and the accompanying prospectus is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-140778

Subject to Completion
Preliminary Prospectus Supplement dated November 1, 2007

PROSPECTUS SUPPLEMENT
(To prospectus dated February 20, 2007)

40,000,000 Shares

Mylan Inc.

Common Stock

We are offering 40,000,000 shares of our common stock through this prospectus supplement and the accompanying prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol MYL . The last reported sale price of our common stock on October 31, 2007 was $15.04 per share.

Concurrently with this offering of common stock, we are offering 1,400,000 shares of % mandatory convertible preferred stock. The mandatory convertible preferred stock will be offered pursuant to a separate prospectus supplement. This prospectus supplement shall not be deemed an offer to sell or a solicitation to buy any of our mandatory convertible preferred stock. This offering is not conditioned upon the successful completion of the mandatory convertible preferred stock offering.

Investing in our common stock involves risks. See Risk Factors beginning on page S-12.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds before expenses, to us	$	$

The underwriters may also purchase up to an additional 6,000,000 shares of common stock from us at the public offering price, less the underwriting discount, within 30 days following the date of this prospectus supplement to cover over allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares against payment on or about November , 2007.

Merrill Lynch & Co. **Goldman, Sachs & Co.**

Citi

JPMorgan

Cowen and Company

The date of this prospectus supplement is , 2007.

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Prospectus Supplement

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under this shelf process, we may, from time to time, sell securities in one or more offerings. In this prospectus supplement, we provide you with specific information about our common stock that we are selling in this offering. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under Incorporation of Certain Documents by Reference on page ii of the accompanying prospectus and Where You Can Find More Information before investing in our common stock.

You should rely only on the information incorporated by reference or provided in this prospectus supplement and the accompanying prospectus or which we or the underwriters provide to you. Neither we nor the underwriters have authorized anyone to provide you with additional or different information. If anyone provided you with additional or different information, you should not rely on it. Neither we nor the underwriters are making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

CHANGE OF NAME AND FISCAL YEAR

We amended our articles of incorporation to change our name from Mylan Laboratories Inc. to Mylan Inc., effective as of October 2, 2007.

On October 2, 2007, we also amended our bylaws to change our fiscal year. Our fiscal year previously commenced April 1 and ended March 31. Our fiscal year will now begin on January 1 and end on December 31. As a result of this change, we will be required to file a transition report on Form 10-K for the nine-month period ending December 31, 2007 and will thereafter report based on our changed fiscal year. The historical information for Mylan that is incorporated by reference in this prospectus supplement and the accompanying prospectus for periods through September 30, 2007 is based on fiscal years ended March 31.

FINANCIAL INFORMATION OF MERCK GENERICS AND EXCHANGE RATE INFORMATION

The generic pharmaceutical business, or Merck Generics, we acquired from Merck KGaA has a fiscal year end of December 31. The unaudited pro forma condensed combined financial information included and incorporated by reference in this prospectus supplement for the year ended March 31, 2007 is derived from the audited Mylan historical financial information for the year ended March 31, 2007, incorporated by reference in this prospectus supplement from our Annual Report on Form 10-K, the unaudited Matrix historical financial information for the nine months ended December 31, 2006 which is incorporated by reference in this prospectus supplement from our Current Report on Form 8-K/A filed on February 20, 2007 and the audited Merck Generics historical financial information for the year ended December 31, 2006 which is incorporated by reference in this prospectus supplement from our Current Report on Form 8-K/A filed on November 1, 2007. Similarly, the unaudited pro forma condensed combined financial information for the six months ended September 30, 2007 which is included and incorporated by reference in this prospectus supplement is derived from the unaudited Mylan interim financial information for the six months ended September 30, 2007 incorporated by reference in this prospectus supplement from our Quarterly Report on Form 10-Q and the unaudited Merck Generics interim financial information for the six months ended June 30,

2007 incorporated by reference in this prospectus supplement from our Current Report on Form 8-K/A filed on November 1, 2007. The financial statements of Merck Generics incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, or IFRS, and are reported in Euros. For purposes of the pro forma information included herein, all amounts have been converted into amounts prepared in accordance with United States generally accepted accounting principles, or U.S. GAAP.

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The following table shows, for the periods indicated, information concerning the exchange rate between the U.S. dollar and the Euro. This information is provided solely for your information, and we do not represent that Euros could be converted into U.S. dollars at these rates or at any other rate.

The data provided in the following table is expressed in U.S. dollars per Euro and is based on noon buying rates published by the Federal Reserve Bank of New York for the Euro. On October 31, 2007, the most recent practicable date prior to the printing of this prospectus supplement, the exchange rate was 1.00 = $1.4468.

Annual Data	Period End(1)	Average(2)
2004	$ 1.3538	$ 1.2438
2005	1.1842	1.2449
2006	1.3197	1.2563
2006 interim (through June 30)	1.2779	1.2309
2007 (through June 30)	1.3520	1.3300

(1) The period-end rate is the noon buying rate on the last business day of the applicable period.

(2) The average rates for the interim and annual periods were calculated by taking the simple average of the daily noon buying rates of each business day in the period, as published by the Federal Reserve Bank of New York.

MARKET, RANKING AND OTHER DATA

The data included in this prospectus supplement regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, is based on published industry sources, subscription services and our estimates. Our estimates are based on information obtained from our customers, suppliers, trade and business organizations and other contacts in the markets in which we operate. We believe these estimates to be accurate as of the date of this prospectus supplement. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that market, ranking and other similar data included in this prospectus supplement, and estimates and beliefs based on that data, may not be reliable. We cannot guarantee the accuracy or completeness of such information contained in this prospectus supplement.

FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus, including the documents incorporated by reference herein and therein, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Such forward-looking information about us is intended to be covered by the safe harbor to forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this prospectus supplement or the accompanying prospectus or may be incorporated in this prospectus supplement or the accompanying prospectus by reference to other documents and may include statements for the period following the completion of this transaction. Our representatives may also make forward-looking statements. When used in this document, the words anticipate, may, can, could, continue, plan, feel, fore estimate, expect, project, potential, intend, likely, will, should, would, to be and any similar expre

statements that are not historical facts, in each case as they relate to us, our management or the Transactions (as defined below) are intended to identify those assertions as forward-looking statements. In making any of those statements, the person making them believes that its expectations are based on reasonable assumptions. However, any such statement may be influenced by factors that could cause actual outcomes and results to be materially different from those projected or anticipated. These forward-looking statements are subject to numerous risks and uncertainties, including the risks described under

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Risk Factors in this prospectus supplement as well as under Risk Factors in our Annual Report on Form 10-K for the period ended March 31, 2007, and our Quarterly Report on Form 10-Q for the period ended September 30, 2007, that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Forward-looking statements speak only as of the date on which they are made. We expressly disclaim any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Some of these risks and uncertainties include, but are not limited to:

- risks relating to the integration of Merck Generics and the failure to achieve anticipated cost savings;
- risks related to our rapid growth;
- risks related to us being a global business;
- risks of us not being able to commercialize new products on a timely basis;
- challenges by tax regulators of our transfer pricing arrangements;
- market acceptance of new products or of existing products in new markets;
- risks related to product or market concentration;
- regulatory delays and uncertainties;
- new and existing legislation affecting our business;
- unsuccessful research and development;
- risks related to our substantial indebtedness;
- supplier concentration;
- risk in migrating from the Merck name and transitional services provided by Merck KGaA;
- concentration of manufacturing facilities;
- litigation, including product liability claims and patent litigation;
- loss of key senior management or scientific staff;
- macroeconomic conditions and general industry conditions, such as the competitive environment of the generic pharmaceutical industry;
- changes in political, social or economic circumstances in the markets where we operate;
- labor relations;

fluctuations in interest rates or foreign currency exchange rates and other adverse financial market conditions;

changes in tax and other laws;

our ability to protect our intellectual property;

pricing pressures from reimbursement policies of private managed care organizations and other third-party payors, including government sponsored health systems;

the continued consolidation of the distribution network through which we sell our products, including wholesale drug distributors and the growth of large retail drug store chains;

government regulation affecting the development, manufacture, marketing and sale of pharmaceutical products, including our ability and the ability of companies with which we do business to obtain necessary regulatory approvals;

our ability to successfully complete the implementation of a new enterprise resource planning system in the U.S. without disrupting our business;

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our ability to manage the growth of our business by successfully identifying, developing, acquiring or licensing and marketing new products, obtain regulatory approval and customer acceptance of those products, and continued customer acceptance of our existing products; and

other risks detailed from time-to-time in our periodic reports filed with the SEC, our financial statements and other investor communications.

Actual results or performance by us could differ materially from those expressed in, or implied by, any forward-looking statements relating to those matters. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations or financial condition of the company. Except as required by law, we are under no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information more fully described elsewhere in this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information you should consider before investing in our common stock. You should read this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference herein and therein carefully, especially the risks of investing in our common stock discussed in Risk Factors below and in the incorporated documents.

On October 2, 2007, we acquired the generics businesses, or Merck Generics, of Merck KGaA, which we refer to as the Acquisition. In this prospectus supplement, we refer to the initial borrowings under the senior secured credit agreement and the senior unsecured interim loan agreement, both dated October 2, 2007, to finance the Acquisition as the Financings.

In this prospectus supplement, except as otherwise indicated, (i) the Company, Mylan, we, our, and us refer to Mylan Inc. (formerly Mylan Laboratories Inc.) and its consolidated subsidiaries (which includes Merck Generics, from October 2, 2007 and Matrix from January 8, 2007), and (ii) Matrix refers to Matrix Laboratories Limited, in which we acquired a controlling interest on January 8, 2007. References herein to pro forma mean after giving effect to the acquisition of Merck Generics and the controlling interest in Matrix, as further described under Unaudited Pro Forma Condensed Combined Financial Information herein.

Overview

We are a leading pharmaceutical company and have developed, manufactured, marketed, licensed and distributed high quality generic, branded and branded generic pharmaceutical products for more than 45 years. As a result of our recent acquisitions of Merck Generics and a controlling interest in Matrix earlier this year, we are the third largest generic pharmaceutical company in the world based on 2006 combined calendar year revenues, a leader in branded specialty pharmaceuticals and the second largest active pharmaceutical ingredient, or API, manufacturer with respect to the number of drug master files, or DMFs, filed with regulatory agencies. We currently employ more than 11,000 people globally and have sales in over 90 countries. We hold a leading sales position in four of the world s six largest generic pharmaceutical markets: the United States, the United Kingdom, France and Japan, and we also hold leading sales positions in several other key generics markets, including Australia, Belgium, Italy, Portugal and Spain. Our product portfolio is among the largest of all generic pharmaceutical companies, consisting of approximately 570 products in a broad range of therapeutic areas. In addition, we have a significant product pipeline, with more than 255 regulatory applications or dossiers pending approval with regulatory agencies worldwide. Our acquisition of a controlling interest in Matrix provides us with lower cost API supply and a vertically integrated platform. We have extensive research and development capabilities, with 11 sites around the world, and extensive manufacturing capabilities, with the capacity to manufacture more than 45 billion finished doses of pharmaceutical products per year. On a pro forma basis for the fiscal year ended March 31, 2007, we had total net revenues of approximately $4.1 billion.

We achieved our position as one of the leaders in the U.S. generic pharmaceutical industry through our success in obtaining Abbreviated New Drug Application, or ANDA, approvals, our reputation for quality and our ability to consistently deliver large scale commercial volumes to our customers. With the addition of Merck Generics and Matrix, we have created a horizontally and vertically integrated platform with a global scale, a diversified product portfolio and an expanded range of capabilities that position us well for the future. We expect that as a result of these acquisitions we will be less dependent on any single market or product and will be able to compete more effectively on a global basis.

We derive the majority of our U.S. generic product revenues through our subsidiary, Mylan Pharmaceuticals Inc., or MPI. These revenues are derived from approximately 170 products, primarily solid oral dosage pharmaceuticals, in approximately 50 therapeutic areas. Another of our subsidiaries, UDL Laboratories, Inc., or UDL, is the largest re-packager in the United States of pharmaceuticals in unit dose formats, which are used primarily in hospitals, nursing homes and other institutional settings. Our U.S. generics business is further augmented by our subsidiary, Mylan Technologies Inc., or MTI, which is a leader in transdermal drug delivery systems and focuses on the research, development, manufacturing and supply of both brand and generic transdermal products both in the United States and internationally.

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Our generic pharmaceutical revenues outside of the United States are primarily derived from Merck Generics, which we acquired on October 2, 2007. Merck Generics consists of a number of former subsidiaries of Merck KGaA, a 300-year-old global chemicals and pharmaceuticals company. Merck Generics, formed in 1984, has sales in more than 90 countries and was the world s third largest generic pharmaceutical business based on 2006 calendar year revenues of 1.8 billion ($2.3 billion). Merck Generics has more than 400 products and approximately 70% of its generic pharmaceutical revenues in calendar year 2006 were generated from countries where it has a top three market share position. Through Merck Generics, we gained a strong presence in some of the world s most important generic pharmaceuticals markets, including France, Germany, the United Kingdom, Japan, Canada and Australia. As part of the Acquisition, we received a right to purchase for a period of two years from the closing of the Acquisition, for actual costs incurred to separate such businesses, Merck KGaA s generic pharmaceutical operations in 17 additional countries in Latin America, Central and Eastern Europe and the Asia Pacific region, many of which represent emerging generic pharmaceutical markets.

As part of the Merck Generics acquisition we also acquired our U.S. branded specialty pharmaceuticals subsidiary, Dey L.P., or Dey. Founded in 1978, Dey is a fully integrated specialty pharmaceutical business focused on the development, manufacturing and marketing of specialty pharmaceuticals in the respiratory and severe allergy markets. Through its approximately 250-person sales force, Dey markets six products to physicians and hospitals. Dey s key products include, among others, EpiPen, an epinephirine autoinjector for severe allergy and anaphalaxis, DuoNeb, a nebulized unit dose formulation of ipratropium bromide and albuterol sulfate for chronic obstructive pulmonary disorder, or COPD, and the recently launched Perforomist inhalation solution, a long-acting nebulized unit dose formoterol fumarate for COPD. In 2007, Dey launched three new products, including Perforomist, which we expect will help to replace some of the sales that we anticipate will be lost as a result of the July 2007 loss of market exclusivity for DuoNeb. Further, Dey has a pipeline of next generation and differentiated specialty product candidates that we expect will provide additional growth opportunities in the future.

Through Matrix, an Indian listed company in which we have a 71.5% controlling interest, we manufacture and supply low cost, high quality API for our own products and pipeline, as well as for third parties. Matrix is the world s second largest API manufacturer with respect to the number of DMFs filed with regulatory agencies, with more than 165 APIs in the market or under development. Matrix is also a leader in supplying API for the manufacturing of anti-retroviral drugs, which are utilized in the treatment of HIV/AIDS.

Our Strengths

We believe our competitive strengths are the following:

Leadership and scale in key global markets. We now have a global presence, with sales in more than 90 countries and operations in over 45 countries, including significant operations in each of the top seven largest generic pharmaceutical markets. In addition to our position as one of the leaders in the U.S. market, the globalization of our business established us as leaders in key markets in Europe and the Asia Pacific region. Our global platform creates substantial growth opportunities and will enable us to compete more effectively in the world s largest generics markets, as well as in less developed markets that have higher growth rates and potentially more favorable competitive dynamics. Our scale also creates opportunities to achieve operating efficiencies and reduces risks associated with an over-reliance on any one market.

Broad and diversified product portfolio. We have a robust product portfolio of approximately 570 generic, branded generic and branded pharmaceutical products, which are well-diversified across therapeutic areas. The breadth and diversity of our product portfolio reduces our operating risk profile to ensure that we are not overly reliant on any one product or therapeutic area. We have development and manufacturing capabilities in several specialized dosage forms, some of which are difficult to formulate and manufacture and typically have longer product growth cycles than

traditional generic pharmaceuticals. These dosage forms include high potency formulations, steriles, injectables, transdermal patches, controlled-release and respiratory delivery products. Additionally, we benefit from Merck Generics highly successful in-licensing strategy that is designed to develop critical mass in key differentiated dosages in attractive markets globally.

Manufacturing scale with a vertically and horizontally integrated platform. We are an integrated pharmaceutical company with capabilities in research, development, regulatory and legal matters, manufacturing, sales and distribution. Through Matrix, we have access to low-cost API and intermediates. This

enables us to compete more effectively with other low-cost producers and potentially enhance margins and extend product lifecycles. In addition to our eight API manufacturing sites we currently have 17 finished dose manufacturing sites in the United States and internationally, including specialized manufacturing such as transdermals, inhalation aerosols and semi-solids, in addition to solid dosage. We expect to recognize significant cost savings as a result of our scale and efficiency, and in particular through our finished dose and Matrix s high quality API manufacturing capacity. Further, our horizontally integrated platform allows us to leverage each of our research and development projects into numerous markets around the world.

Scale in research and development. We have expanded our research and development capabilities through the Merck Generics and Matrix acquisitions, and now have significant scale with a network of 11 research and development sites across the globe. As a result of the expansion of our capabilities, we expect to be able to increase our research and development efficiency and speed to market. As of June 30, 2007, we had more than 255 applications or dossiers pending regulatory approval worldwide. As a result of the Matrix acquisition and excluding any impact from the acquisition of Merck Generics, for the 12 months ending March 31, 2008, we expect to file 60 submissions with the United States Food and Drug Administration, or FDA, as compared to 24 submissions filed with the FDA in the prior 12 months.

Intellectual property expertise. We believe that expertise in intellectual property is a core competency for future product development. Accordingly, we maintain development teams, including legal counsel, focused on the analysis and selection of opportunities to file generic product dossiers, ANDAs and Paragraph IV ANDA patent challenges, which could provide us with 180 days of generic market exclusivity. We have been successful in monetizing many Paragraph IV ANDA opportunities, including launches within the last 12 months of amlodipine besylate and oxybutynin ER, and the recent legal settlements on paroxetine hydrochloride ER and levetiracetam for future launches.

Product quality. Our ability to produce high quality commercial volumes of our products has given us a reputation as a reliable supplier to our customers. We have an excellent manufacturing compliance record with regulatory agencies globally, including the FDA. We believe that, in an era of growing concern among individual consumers regarding the quality of the prescription drugs they purchase, we are in a strong position to leverage our reputation for product excellence.

Specialty pharmaceutical expertise. We have formulation expertise with products that are difficult to develop, formulate and manufacture, such as transdermals, high potency products and nebulized formulations. Our Dey business provides highly differentiated pharmaceutical offerings in the respiratory and severe allergy markets which we expect will provide us with a growth platform in branded pharmaceuticals. Our MTI operation focuses on applying our leading transdermal technology to the potential development of new products through strategic alliances with branded pharmaceutical companies. MTI is also a leader in the development and manufacturing of generic transdermal products in the United States and internationally including fentanyl, which has been a very important product for us.

Experienced management. Our senior management team collectively has broad experience across the businesses and markets in which we operate. In addition, we have been successful in retaining key Matrix and Merck Generics executive teams including key regional leaders and operators.

Industry Overview

Generic pharmaceutical products provide a safe, effective and cost-efficient alternative to branded pharmaceutical products. Generic pharmaceuticals are the bioequivalent of patented or brand-name pharmaceuticals, and as with their brand-name equivalents, generic pharmaceuticals require regulatory approval prior to their sale. Generic pharmaceuticals may be marketed only if relevant patents on their brand-name equivalents, and any additional

government-mandated market exclusivity periods, have expired, have been challenged and invalidated, are licensed by the patent holder, or such patents are shown to not otherwise be infringed.

The generic pharmaceutical market has grown as a result of the ongoing efforts by governments around the world and in the private sector to address the increasing burden of healthcare expenditures, in particular prescription pharmaceuticals. In addition, the market has been positively impacted in recent years by changing demographics as well as by increased acceptance among consumers, physicians and pharmacists that generic pharmaceuticals are lower-cost equivalents of brand-name pharmaceuticals. The average price of a

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generic pharmaceutical prescription in the United States in 2006 was approximately $32, while the average price of a brand name pharmaceutical prescription was approximately $111. Similar to the United States, in most international markets, brand-name pharmaceuticals, on average, cost substantially more than generic products on a per prescription basis. Many countries are exploring the use of generic products to curtail increasing pharmaceutical expenditures, which is one of the factors causing the generic market to grow faster than the pharmaceutical industry as a whole. A large number of countries now actively promote generic pharmaceuticals through their government reimbursement systems. Generic substitution, whereby a pharmacist substitutes a prescribed brand name product with a generic one, is permitted in many countries and even compulsory in some countries as a cost-saving measure in the purchase of, or reimbursement for, prescription pharmaceuticals.

Worldwide expenditures on generic pharmaceutical products were approximately $84.4 billion in 2006, which represented approximately 11% of the total pharmaceutical market. For 2006, after the United States ($31.0 billion), which accounted for approximately 37% of global expenditures on generic pharmaceuticals, the largest national markets for generic pharmaceuticals in the world were Germany ($14.0 billion), India ($6.6 billion), the United Kingdom ($4.7 billion), France ($3.6 billion) and Japan ($3.3 billion). Spending on generic pharmaceutical products in certain international markets, though smaller in nominal terms, is expected to grow at a faster rate than in the United States. In particular, over the next five years, the market for generic pharmaceutical products is expected to increase annually at rates of 25% in Brazil, 24% in Switzerland, 20% in France and 15% in Spain, countries in which generic pharmaceuticals currently account for less than 15% of sales in the domestic pharmaceutical market.

The U.S. market for generic pharmaceutical products is expected to increase in value at an average annual rate of approximately 11% over the next five years. We believe that this growth will be driven by certain demographic trends, including an aging population, the lengthening of average life expectancy and the rising incidence of chronic diseases. In addition, we believe that the U.S. generic pharmaceutical market is well positioned to capitalize on cost-cutting initiatives by federal and state governments, as well as managed care providers, which favor the use of lower-cost generics over branded pharmaceuticals. For example, the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, or MMA, encourages health care providers to utilize generic pharmaceutical products as a tool to manage public healthcare spending. Also, Part D of the Medicare Modernization Act, which became effective on January 1, 2006 and provides for increased coverage of pharmaceutical products, has led to increased usage of pharmaceutical products, which we believe will continue to benefit the generic pharmaceutical industry.

In addition, a large number of high-value branded pharmaceutical patent expirations are expected over the next three years. In 2006, United States sales for branded products expected to face patent expiration between 2007 and 2009 were approximately $45 billion. Also, many countries outside of the United States have later dated patent expirations than in the United States. This means that many of the well known pharmaceuticals that have recently lost patent protection in the United States have not yet lost patent protection in many other jurisdictions around the world. This provides for potential growth opportunities for generic equivalents of these pharmaceuticals in the global markets.

Our Strategy

Our objective is to capitalize upon our position as the third largest generic pharmaceutical company in the world by successfully integrating Merck Generics and by focusing on the principal strategies set forth below:

Capitalize on our global footprint and vertical integration. We intend to sell existing and new products into numerous global markets, creating substantial opportunities for growth and potentially longer product lifecycles. In addition, we intend to capitalize on our combined capabilities by integrating our global operations to drive cost savings, including by rationalizing duplicative research and development programs and by optimizing our manufacturing capacity. We plan to use Matrix s API capabilities and our expertise in finished dosage manufacturing to increase vertical integration of our product portfolio so that we are less reliant on third-party producers. We believe

this will be a particularly important strategy for the Merck Generics business, which has relied heavily on third-party suppliers of API and contract manufacturers. We expect this strategy to help us to maintain lower production costs which will be of particular significance in highly competitive markets where margins may become compressed.

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Focus on difficult to develop and specialty pharmaceuticals. We believe that we have differentiated ourselves in the industry by being a leader in the development, formulation and manufacture of various difficult to develop pharmaceuticals. We intend to continue to expand our formulation expertise with products that are difficult to develop, formulate and manufacture. With the addition of Merck Generics we added more products with high barriers to entry as well as formulation capabilities, including high-potency products, injectables, topicals, liquids, inhalables and controlled-release products. We will strive to maintain our advantage over our competitors in the production of commercial quantities of oral solid dosage, controlled-release and transdermal formulation products, as well as the high barrier to entry products described above and our branded specialty pharmaceuticals such as the respiratory products produced by Dey.

Leverage scale in research and development. We have invested and expect to continue to invest heavily in our generic research and development network. This investment has allowed us to build a robust pipeline of ANDAs and product dossiers. Additionally, we intend to build upon Matrix s strong record of DMF filings, as well as to leverage the significant investments made by Matrix in research and development capabilities, to further bolster our product pipeline. Finally, with the addition of Merck Generics research and development capabilities we are now able to utilize our global expertise to develop products for multiple markets.

Maintain manufacturing excellence. We intend to leverage our scale in manufacturing and our global manufacturing network by increasing our commercial volumes and improving efficiencies, while maintaining our reputation for quality and reliability. We now have the capacity to produce more than 45 billion doses annually. This capacity, coupled with our large high quality product portfolio and track record of compliance and reliability, provide us with marketing advantages to serve our customers. With the Matrix acquisition we have additional manufacturing capacity and manufacturing flexibility. These features allow us to better manage industry cycles while optimizing market share and gross margins, and afford us the capability to manufacture products in additional categories.

Realize our First In-Last Out goal in new markets. We seek to be the first generic pharmaceutical company to penetrate a new market or capture a new product opportunity. Depending on the market, we also try to be the last out by either remaining price competitive as others enter the market or by leveraging our strong brand name and portfolio. In the United States, in some cases we also aim to be the first-to-file with the FDA a Paragraph IV certification, in an effort to gain 180 days of generic market exclusivity. In other markets worldwide, we intend to utilize our country sales forces and distribution networks to leverage strong relationships with key decision makers in order to be the first generic products in those markets. We will strive to maintain our product volumes by being a low-cost producer through vertical integration, and thereby keep our products on the shelves longer and reduce the impact of increased competition.

The Acquisitions of Merck Generics and a Controlling Interest in Matrix

We acquired Merck Generics on October 2, 2007, and we completed the acquisition of 71.5% of the outstanding shares of Matrix, a company listed on the Bombay Stock Exchange and National Stock Exchange of India, on January 8, 2007.

In order to fund our acquisition of Merck Generics as well as to refinance our existing indebtedness, on October 2, 2007 we incurred $2,500 million of senior secured U.S. dollar term debt and 1,130 ($1,600) million of senior secured Euro term debt pursuant to what we refer to herein as our Senior Secured Credit Agreement and $2,850 million of senior unsecured interim debt pursuant to what we refer to herein as our Senior Unsecured Interim Loan Agreement. In addition, as part of our new Senior Secured Credit Agreement, we put in place a $750 million senior secured revolving credit facility of which approximately $325 million was drawn in connection with the closing of the Acquisition. See also Overview of Financial Condition, Liquidity and Capital Resources.

We expect to achieve significant operating cost savings and synergies as a result of combining our historical Mylan business, Merck Generics and by leveraging our Matrix platform. We expect to achieve these cost savings by, among other things, reducing duplicative research and development programs, rationalizing manufacturing and leveraging Matrix s API capabilities across the rest of our business. We also expect to cross-sell our broad range of products into new markets in which we now have a presence. Nevertheless, there is no assurance that we will achieve the full benefit of such cost savings and synergies. See Risk Factors Our acquisition of Merck Generics involves a number of integration risks. These risks could cause a material adverse effect on our business, financial position and results of operations and could cause the market value of our common stock to decline.

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Sources and Uses

The table below sets forth the estimated sources and uses for the Acquisition and the Financings at closing based on balances as of September 30, 2007. We intend to refinance up to $1,927 million of the indebtedness under the Senior Unsecured Interim Loan Agreement with the net proceeds of this offering and the concurrent offering of preferred stock, as discussed below.

Sources of Funds	Amount	Uses of Funds	Amount
	(Dollars in millions)		
Cash(1)	$ 853	Purchase price(2)	$ 6,992
Senior secured U.S. term loans	2,500	Estimated fees and expenses(3)	189
Senior secured Euro term loan(4)	1,600	Repayment of senior notes and term debt	947
Senior secured revolving credit facility	325		
Senior unsecured interim loan	2,850		
Total sources	$ 8,128	Total uses	$ 8,128

(1) The cash amount is net of $604 million of cash acquired and includes $85 million received from settlement of the deal contingent option contract related to the Euro denominated purchase price.

(2) The purchase price amount represents the preliminary purchase price under the terms of the share purchase agreement relating to the Acquisition. Amount includes preliminary working capital and certain other adjustments.

(3) The estimated fees and expenses include approximately $32 million related to the tender offer and consent solicitation fees to note holders.

(4) The senior secured Euro term loan is converted at the exchange rate of 1 Euro to $1.4151, the rate as of October 2, 2007.

Concurrent Transactions

Concurrently with this offering, we are offering 1,400,000 shares of % mandatory convertible preferred stock, which we refer to as the preferred stock. The underwriters have the option to purchase from us up to an additional 210,000 shares of preferred stock to cover over allotments. There is no assurance that our concurrent public offering of preferred stock will be completed or, if completed, that it will be completed for the amount contemplated. The preferred stock is being offered by a separate prospectus supplement to the prospectus dated February 20, 2007, and this offering and the preferred stock offering are not conditioned on each other.

Risks of Investment

Any investment in our common stock involves a high degree of risk. You should carefully consider the risks described in Risk Factors below and all of the other information contained in this prospectus supplement and the accompanying prospectus before deciding whether to purchase our common stock. In addition, you should carefully consider, among other things, the matters discussed under Risk Factors in our quarterly report on Form 10-Q for the period ended September 30, 2007, and in other documents that are incorporated by reference herein and in the accompanying

prospectus. These risks include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See Forward-Looking Statements.

Company Information

Our business began in 1961. Mylan Inc. was incorporated in Pennsylvania to be our holding company in 1970. Our common stock is listed on the New York Stock Exchange under the symbol MYL . Our principal offices are located at 1500 Corporate Drive, Canonsburg, Pennsylvania 15317 and the telephone number is (724) 514-1800. We changed our name from Mylan Laboratories Inc. to Mylan Inc. on October 2, 2007. Our Internet address is www.mylan.com. Information on our website does not constitute part of this prospectus supplement.

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The Offering

Issuer	Mylan Inc. (formerly Mylan Laboratories Inc.)
Common stock offered by us	40,000,000 shares (or 46,000,000 shares if the underwriters exercise their over allotment option in full).
Over allotment option	We have granted the underwriters an option to purchase up to 6,000,000 shares of common stock solely to cover over allotments.
Common stock to be outstanding after this offering	288,891,625 shares (or 294,891,625 shares if the underwriters exercise their over allotment option in full).
Use of proceeds	We intend to use the net proceeds from the offering to repay outstanding indebtedness under our Senior Unsecured Interim Loan Agreement. See Use of Proceeds.
Dividend policy	As previously announced, we ceased paying dividends beginning with the quarter ended September 30, 2007. Additionally, our Senior Unsecured Interim Loan Agreement prohibits and our Senior Secured Credit Agreement and the certificate of designation governing the preferred stock restrict the payment of cash dividends on our common stock. We do not expect to pay dividends on our common stock in the foreseeable future.
Concurrent offering of mandatory convertible preferred stock	Concurrently with this offering, we are offering by means of a separate prospectus supplement 1,400,000 shares of % mandatory convertible preferred stock (or up to an additional 210,000 shares if the underwriters exercise in full their option to purchase additional shares to cover over allotments).
New York Stock Exchange symbol for common stock	MYL
Certain U.S. Federal Tax Considerations	You should consult your tax advisor with respect to the United States federal income tax consequences of owning our common stock in light of your own particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction. See Certain U.S. Federal Tax Considerations for Non-U.S. Holders.
Risk factors	See Risk Factors beginning on page S-12 of this prospectus supplement and other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in our common stock.

The number of shares of our common stock to be outstanding immediately after the closing of this offering is based on 248,891,625 shares of our common stock outstanding as of October 26, 2007. Unless otherwise indicated, this prospectus supplement (i) assumes no exercise by the underwriters of their over allotment option, (ii) excludes

26,755,853 shares issuable upon conversion of our 1.25% senior convertible notes, (iii) excludes 26,755,853 shares underlying our convertible note hedge and warrant transactions associated with our convertible notes, (iv) excludes approximately shares that will be issuable upon conversion of the mandatory convertible preferred stock being offered in the concurrent offering (or shares if the underwriters exercise their over allotment option in full) and (v) excludes an aggregate of approximately 21,805,289 shares issuable upon exercise of outstanding stock options and restricted stock awards.

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Summary Unaudited Pro Forma Condensed Combined Financial Information

The summary unaudited pro forma condensed combined financial information shown below gives effect to (i) the Acquisition, (ii) the Financing and (iii) the acquisition of a 71.5% controlling interest in Matrix (all of the foregoing the Transactions) as further discussed below. Because Matrix is consolidated in our historical results from January 8, 2007, it is included as part of the Transactions only for the pro forma statement of operations information for the fiscal year ended March 31, 2007. All pro forma information has been derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial information and the notes thereto included elsewhere in this prospectus supplement. See Financial Information of Merck Generics and Exchange Rate Information and Unaudited Pro Forma Condensed Combined Financial Information.

The unaudited pro forma condensed combined statement of earnings information gives effect to the Transactions as if they had occurred on April 1, 2006. The pro forma statement of operations information for the fiscal year ended March 31, 2007 has been derived by combining the audited consolidated statement of operations of Mylan for the fiscal year ended March 31, 2007, the unaudited consolidated statement of operations of Matrix for the nine months ended December 31, 2006 and a U.S. GAAP historical combined income statement of Merck Generics, derived from the audit historical combined income statement of Merck Generics for the year ended December 31, 2006. The pro forma statement of operations information for the six months ended September 30, 2007 has been derived by combining the unaudited condensed consolidated statement of earnings of Mylan for the six months ended September 30, 2007 with the U.S. GAAP historical combined income statement of Merck Generics derived from the unaudited historical condensed combined income statement of Merck Generics for the six months ended June 30, 2007. The pro forma balance sheet information gives effect to the Transactions as if they had occurred on September 30, 2007, and was derived by combining the unaudited condensed consolidated balance sheet of Mylan as of September 30, 2007 with a U.S. GAAP historical combined balance sheet of Merck Generics derived from the unaudited interim condensed combined balance sheet of Merck Generics as of June 30, 2007.

The unaudited condensed combined pro forma financial information is provided for illustrative purposes only. It does not purport to represent what Mylan s consolidated results of operations and financial position would have been had the Transactions actually occurred as of the dates indicated, and they do not purport to project Mylan s future consolidated results of operations or financial position.

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Summary Unaudited Pro Forma Condensed Combined Financial Information

	Year Ended March 31, 2007	Six Months Ended September 30, 2007
	(in millions except per share data)	
Statement of Operations:		
Total revenues	$ 4,123.6	$ 2,258.5
Cost of sales	2,466.6	1,310.4