

ENCYSIVE PHARMACEUTICALS INC

Form SC TO-T

February 20, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1) OF  
THE SECURITIES EXCHANGE ACT OF 1934

ENCYSIVE PHARMACEUTICALS INC.  
(Name of Subject Company (Issuer))

EXPLORER ACQUISITION CORP.  
A WHOLLY-OWNED SUBSIDIARY OF  
PFIZER INC.  
(Names of Filing Person identifying status as offeror, issuer or other person)

COMMON STOCK, \$.005 PAR VALUE PER SHARE  
(Title of Class of Securities)

29256X107  
(CUSIP Number of Class of Securities)

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MARGARET M. FORAN, ESQ.  
PFIZER INC.  
235 EAST 42ND STREET  
NEW YORK, NEW YORK, 10017  
(212) 573-2323

(Name, address, and telephone numbers of person  
authorized to receive notices and  
communications on behalf of filing  
persons)

COPIES TO:  
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NEW YORK, NEW YORK, 10153  
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# Edgar Filing: ENCYSIVE PHARMACEUTICALS INC - Form SC TO-T

## CALCULATION OF FILING FEE

| Transaction Valuation* | Amount of Filing Fee* |
|------------------------|-----------------------|
| Not Applicable*        | Not Applicable*       |

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable

Form or Registration No.: Not applicable

Filing Party: Not applicable

Date Filed: Not applicable

☒ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☒ third-party tender offer subject to Rule 14d-1.

☐ issuer tender offer subject to Rule 13e-4.

☐ going-private transaction subject to Rule 13e-3.

☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing fee is a final amendment reporting the results of the tender offer: ☐

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## EXHIBIT INDEX

| Exhibit No. | Description                                                                                          |
|-------------|------------------------------------------------------------------------------------------------------|
| 99.1        | Joint Press Release issued by Pfizer Inc. and Encysive Pharmaceuticals Inc. dated February 20, 2008. |