

TERCICA INC
Form DFAN14A
June 06, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No. _____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

TERCICA, INC.

(Name of Registrant as Specified in its Charter)

IPSEN, S.A.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Edgar Filing: TERCICA INC - Form DFAN14A

- .. Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Press release

Ipsen builds a fully fledged presence in North America, significantly enhancing its geographic footprint, global specialty portfolio and growth profile

Endocrinology: agreement to take control of US-partner Tercica Inc.

Neurology: acquisition of the U.S. subsidiary of Vernalis plc, and of the North American rights for Apokyn®

Hematology: acquisition of all OBI-1 assets from Octagen

Revised financial outlook

Paris (France), 5 June 2008 - Ipsen (Euronext: FR0010259150; IPN) announced today that it has taken significant steps forward in building a fully fledged commercial presence in North America. In line with its strategy to globalize its specialist care business, the three transactions announced today will allow Ipsen, upon completion, to directly market its key specialist care products in the world's largest pharmaceutical market, with three global products in its portfolio (Somatuline® Autogel® / Depot, Increlex®, and, upon FDA approval, Dysport®).

In the field of endocrinology, Ipsen entered into a definitive merger agreement by which it would acquire all of the publicly held shares of Tercica Inc. the Group does not currently own at a price of \$9.0 per share in cash. This transaction, which is subject to approval by a majority of outstanding Tercica shares, has been unanimously approved by Tercica's Board of Directors following recommendation and approval by an independent special committee of the Tercica board of directors comprised of three non-management independent directors (the Special Committee).

In the field of neuromuscular disorders, the Group signed an agreement with Vernalis Ltd to acquire its US operations, Ipsen's future platform for the launch of Dysport®, and the rights to market Apokyn®, a treatment for off-episodes in moderate to severe Parkinson's Disease.

In the field of hematology, Ipsen entered into a purchase agreement with Octagen to acquire all its OBI-1 related assets in order to fully control its future development and, given the promising nature of the compound, extract more value from its direct commercialization.

Overall, through these transactions, Ipsen builds a fully fledged presence in North America, significantly enhances its geographic footprint, globalizes its specialty portfolio in endocrinology and neurology and accelerates its growth profile, notably by gaining access to new Research and Development projects.

Jean-Luc Bélingard, Chairman and Chief Executive Officer of Ipsen said: *These proposed transactions represent another very significant step in the strategy to globalize our fast growing specialist care franchise, both from a commercial and R&D perspective. With a fully fledged commercial infrastructure in North America, Ipsen will further enhance its growth profile, be able to seize the opportunities to expand in the world's largest pharmaceutical market and leverage its existing rich research and development pipeline. Furthermore, upon closing of the transactions, Ipsen will notably add new promising R&D projects, with the full rights to OBI-1, the recombinant hGH and IGF-1 combination therapy or the expansion of Somatuline® into neuroendocrine tumors in North America.* Jean-Luc Bélingard added: *We strongly believe that these landmark transactions represent a cost-effective way to enter the North American market by creating a US platform with the potential to generate sales in excess of \$300 million in 2012 and close to \$1 billion by the end of the next decade.*

1. Endocrinology: agreement to take control of US-partner Tercica Inc.

A subsidiary of Ipsen has entered into a definitive merger agreement by which it will acquire the remaining approximately 44.9 million fully diluted shares of Tercica (NASDAQ: TRCA) not owned by the Ipsen group for \$9.0 per share in cash, for a total purchase price of approximately \$404 million. Ipsen and its subsidiaries currently own approximately 25.3% of the outstanding shares of the U.S. biopharmaceutical company focused on endocrinology. In connection with the agreement, Ipsen has also committed to exercise its warrants to purchase Tercica common stock for a total exercise price of \$37 million and to convert all of its outstanding convertible notes into Tercica common stock; following such exercise and conversion, Ipsen and its subsidiaries will then own approximately 42.7% of Tercica's common stock assuming no further exercise of stock options. Ipsen intends to finance this transaction through a combination of existing internal financial resources and bank loan financing already in place.

The proposed cash offer represents, with full certainty to Tercica Inc.'s shareholders, a 104% premium to Tercica's closing price on June 4, 2008 and a premium of 74% and 49% to the volume-weighted average closing share price during the last three months and six months respectively.

Tercica's Board of Directors, following the unanimous recommendation and approval of Tercica's Special Committee, who was advised by independent legal and financial advisors, has approved the merger agreement and recommended that Tercica stockholders vote to approve the merger.

Ipsen has negotiated an arms-length agreement with the Tercica Special Committee that will be subject to the affirmative vote of the holders of a majority of the Tercica shares outstanding on the record date as well as customary regulatory approvals.

The exact timing of completion of the merger is dependent upon the review and clearance of the proxy statement and other necessary filings with the U.S. Securities and Exchange Commission. Further details about the proxy statement are set forth at the end of this press release.

The combination of Ipsen's and Tercica's development portfolios provides the opportunity to create a global leading endocrinology company said **John A. Scarlett**, M.D., Chief Executive Officer of Tercica Inc. *We believe this transaction recognizes the value we have created at Tercica, and provides our stockholders with attractive financial terms.*

2. Neurology: acquisition of the U.S. subsidiary of Vernalis plc, and of the North American rights for Apokyn®

Ipsen today announced that it has reached an agreement with UK-based Vernalis (R&D) Limited and Vernalis plc (LSE: VER) to acquire its US subsidiary Vernalis Pharmaceuticals, Inc. (Vernalis Inc.), and the rights to develop and market Apokyn[®] in the US, for a total consideration of up to \$12.5 million (or \$8.1 million). This transaction brings Ipsen an established and highly experienced neurology commercial team, who already market Apokyn[®] (apomorphine HCl) in the US to neurology specialty physicians, many of which are potential prescribers for Dysport[®]. In addition, Ipsen will subscribe to the equivalent of \$5.0 million (or \$3.2 million) of newly issued shares of Vernalis plc, and both companies will join forces to develop specific Ipsen neurology R&D programs. This transaction is subject to Vernalis plc's shareholders meeting approval.

The Food and Drug Administration (FDA) accepted for filing Dysport[®] (botulinum toxin of type A) for cervical dystonia with in January 2008. In this context, this transaction gives Ipsen in a timely manner the US commercial and managed care expertise as well as the infrastructure platform from which to market Dysport[®] once the FDA has granted market approval. The acquisition of Vernalis Inc. is therefore strategically important for Ipsen, representing a significant step forward in building a global specialist care business with a direct presence in neurology in North America, the world's largest pharmaceutical market, and in further globalizing its specialist care business.

¹ Using a 1.55 /\$ exchange rate

Ipsen has agreed with Vernalis plc to acquire all the shares of its US subsidiary Vernalis Inc, and to acquire from its UK subsidiary Vernalis (R&D) Limited the rights and assets required to develop and market Apokyn[®] in the US, for a total consideration of up to \$12.5 million (or 8.1 million).

In this context, Ipsen will pay \$6.5 million to Vernalis plc (or 4.2 million) in upfront payments and additional payments of up to \$5.0 million (or 3.2 million) contingent on certain commercial and operating milestones. In order to demonstrate its commitment to the business, Ipsen will also underwrite before closing \$2.2 million (or 1.4 million) of specific corporate and commercial expenses of Vernalis Inc.

Upon approval by Vernalis plc's shareholders, Ipsen will also subscribe to 35,253,134 newly issued ordinary shares of Vernalis plc at 7.26 pence per share, representing a 20% premium over the 3-day average closing ordinary share price of Vernalis plc prior to the announcement of the acquisition on the London Stock Exchange.

Ipsen and Vernalis plc have also agreed to negotiate a joint venture to raise funding for the development of a selection of Ipsen's neurology pipeline projects. If this does not proceed, Ipsen will make a payment of \$1.0 million to Vernalis.

John Slater, Chief Operating Officer of Vernalis plc, said: *The fact that Ipsen selected Vernalis Pharmaceuticals Inc. as the basis for its North American commercial presence in neurology is a strong recognition that the team has set up a high-profile, professional presence in this field, initially around its Parkinson's disease product, Apokyn[®]. I am both proud and pleased that they can bring so much to Ipsen whilst embracing new and exciting challenges including the forthcoming launch of Dysport[®] in the US.*

3. Hematology: acquisition of all OBI-1 related assets from Octagen

Ipsen and Octagen today announced that they have entered into an Asset Purchase Agreement pursuant to which Ipsen will, upon closing, acquire all of Octagen's assets related to OBI-1 and get full control over OBI-1's clinical development.

Emory University (Atlanta, GA, USA) licensed its OBI-1 patents to Octagen (Wilmington, Delaware, USA), who in turn granted a worldwide, exclusive sublicense to Ipsen in 1998. OBI-1 is a biotech drug being developed to treat haemophilia and fully produced by Ipsen at its recombinant manufacturing sites located in Milford (Massachusetts, USA) and Wrexham (Wales, UK). Prior to the transaction, Octagen was responsible for the pre-clinical and clinical development of OBI-1 and sublicensed certain rights to Ipsen in connection with the manufacturing, regulatory activities and commercialization of OBI-1. In that context, Ipsen had agreed to make certain milestone payments to Octagen and to pay royalties based on OBI-1 future net sales. At the same time, Ipsen had purchased 21.45% of Octagen's share capital.

Pursuant to the Asset Purchase Agreement announced today, upon closing, Ipsen will make an upfront payment of \$10.5 million (6.8 million) to Octagen. Also Ipsen will make future additional milestone payments contingent on the product being allowed into Phase III, and later on receipt of marketing approvals in the U.S. and Europe, potentially totaling up to \$26.0 million (16.8 million). In addition, Ipsen shall pay, once the product is marketed and for a defined duration, a low to mid single digit royalty on its net sales in each country, on an upward sliding scale depending on certain sales thresholds.

Immediately following the completion of the acquisition of all of the assets related to OBI-1, Ipsen will also redeem its stake in Octagen.

Revised financial outlook

Ipsen confirms its standalone **full year 2008** objectives, as announced on February 27, 2008. However, once the closing dates of the transactions announced today are known, the Group will revise these objectives, to reflect the impact of the full consolidation of the newly acquired entities.

For the **full year 2009**, based on currently available information and assuming all transactions are closed, the Group has set for itself the following objectives:

A total net sales growth of 12.0 to 14.0% compared to Ipsen's standalone objectives for 2008, at constant exchange rate

An operating margin of around 15.0% of sales, notably taking into account the pre-launch costs of Dysport® in North America and excluding any transaction-related recordings or purchase accounting impacts;

A continued Research and Development expense of 19.0 to 21.0% of total net sales.

Following these transactions, the Group expects to return to its 2007 operating margin level in 2011 excluding any assumption on potential future GLP-1 royalty stream.

Through the transactions announced today, Ipsen expects to create a North American platform able to generate sales in excess of \$300 million in 2012, growing double-digit worldwide, and potentially able to reach \$1 billion by the end of the next decade.

Ipsen - Analyst and Investor conference call and webcast (in English)

An investor presentation is available on Ipsen's Investor Relations website www.ipsen.com. Ipsen will host a conference call on 5 June 2008 at 1.00 p.m. (Paris time). A live webcast will be available at www.ipsen.com. The webcast will be archived on the Ipsen website for 3 months following the live call. Callers should dial in approximately 5 to 10 minutes prior to the start of the call. No reservation is necessary to participate in the call. The telephone numbers to join the conference call are, from France and Europe: +33 (0) 1 70 99 43 04 and from the United States: +1 718 354 1391. No access code is necessary.

A replay will be available soon after the live call. The telephone numbers to access the replay are, from France and Europe: +33 (0) 1 71 23 02 48 and from the United States: +1 718 354 1112. The access code is 1692745#. The replay will be available for one week following the live call.

Important additional information and where to find it

In connection with the merger, Tercica will file a proxy statement with the Securities and Exchange Commission and in due course will mail the proxy statement to Tercica stockholders in connection with a meeting of Tercica stockholders to seek approval for the merger. The exact timing of completion of the merger is dependent on the review and clearance of the proxy statement, and other necessary filings, with the Securities and Exchange Commission. Tercica stockholders are urged to read the proxy statement in full when it becomes available because it will contain important information. Copies of the proxy statement, as well as other filings containing information about Ipsen, its subsidiaries and Tercica, will be made available in due course, without charge, at the internet site of the Securities and Exchange Commission (www.sec.gov). The proxy statement and such other documents may also be obtained for free from the [Investor Relations] section of the Tercica's internet site (www.tercica.com) or by directing a request to Tercica at: 2000 Sierra Point Parkway, Suite 400, Brisbane, CA 94005, Attention: Stephen Rosenfield

Participants in the Solicitation

Tercica, Ipsen and their respective directors, executive officers, affiliates and other person may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Ipsen's directors and executive officers is available in Ipsen's Registration Document filed with the Autorité des Marchés Financiers and available on its website www.ipsen.com. Information regarding Tercica's directors and executive officers is available in Tercica's Form 10-K for the year ended December 31, 2007 which was filed with the Securities and Exchange Commission on

February 29, 2008. Information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement, the Schedule 13E-3 transaction statement and other relevant materials to be filed with the Securities and Exchange Commission when they become available. This press release and the related Agreement and Plan of Merger will be filed with the Securities and Exchange Commission pursuant to the requirements of U.S. securities laws.

About Ipsen

Ipsen is an innovation-driven international specialty pharmaceutical group with over 20 products on the market and a total worldwide staff of nearly 4,000. Its development strategy is based on a combination of specialty products, which are growth drivers, in targeted therapeutic areas (oncology, endocrinology and neuromuscular disorders), and primary care products which contribute significantly to its research financing. The location of its four Research & Development centres (Paris, Boston, Barcelona, London) and its peptide and protein engineering platform give the Group a competitive edge in gaining access to leading university research teams and highly qualified personnel. More than 700 people in R&D are dedicated to the discovery and development of innovative drugs for patient care. This strategy is also supported by an active policy of partnerships. In 2007, Research and Development expenditure was about 185 million, in excess of 20% of consolidated sales, which amounted to 920.5 million while total revenues amounted to 993.8 million. Ipsen's shares are traded on Segment A of Euronext by EuronextTM (stock code: IPN, ISIN code: FR0010259150). Ipsen's shares are eligible to the Service de Règlement Différé (SRD) and the Group is part of the SBF 120 index. For more information on Ipsen, visit our website at www.ipсен.com.

Ipsen Forward-looking statements

The forward-looking statements and targets contained herein are based on Ipsen's management's current views and assumptions. Such statements involve known and unknown risks and uncertainties that may cause actual results, performance or events to differ materially from those anticipated herein. The Group does not commit nor gives any guarantee that it will meet the targets mentioned above. Moreover, the Research and Development process involves several stages at each of which there is a substantial risk that the Group will fail to achieve its objectives and be forced to abandon its efforts in respect of a product in which it has invested significant sums. Therefore, the Group cannot be certain that favorable results obtained during pre-clinical trials will be confirmed subsequently during clinical trials, or that the results of clinical trials will be sufficient to demonstrate the safe and effective nature of the product concerned. Ipsen expressly disclaims any obligation or undertaking to update or revise any forward looking statements, targets or estimates contained in this press release to reflect any change in events, conditions, assumptions or circumstances on which any such statements are based, unless so required by applicable law. The Group also faces the risk of product liability claims relating to their safety, notably for its neuromuscular disorders products (marketed under the brand name Dysport® notably) that may cause, or may appear to cause, serious adverse side effects or potentially dangerous drug interactions if misused or improperly prescribed. The Group is subject to adverse event reporting pharmacovigilance obligations that require to report to regulatory authorities if the Group's products are associated with serious adverse events, including patient death or serious injury. These adverse events, among others, could result in additional regulatory constraints, such as additional requests from the regulatory authorities during reviews of applications filed for marketing approvals in various countries which could delay the launch time of the given products in new markets, the performance of costly post-approval clinical studies or revisions to the approved labeling limiting the indications or patient population for the Group's products or could even lead to the withdrawal of a product from the market. Such events could harm the sales of the product and therefore have a material negative impact on the Group's financial situation. Furthermore, any adverse publicity associated with such an event could cause consumers to seek alternatives to the Group's products, which may cause sales to decline, even if the Ipsen product at stake is ultimately determined not to have been the cause of the reported serious adverse event. Ipsen's business is subject to the risk factors outlined in its information documents filed with the French *Autorité des Marchés Financiers*.

For further information:

Ipsen

Didier Véron

Director of Public Affairs and Corporate Communications

Tel.: +33 (0)1 44 30 42 38

Fax: +33 (0)1 44 30 42 04

E-mail: didier.veron@ipsen.com

David Schilansky

Investor Relations Officer

Tel.: +33 (0)1 44 30 43 31

Fax: +33 (0)1 44 30 43 21

E-mail: david.schilansky@ipsen.com

Brunswick Group (press contacts)

Robin Gilliland

Telephone: +1- 212 333 3810

Email: rgilliland@brunswickgroup.com

Justine McIlroy

Telephone + 44 (0)207 396 3536

Fax + 44 (0) 207 936 7836

Email: jmcilroy@brunswickgroup.com

APPENDICES

About Apokyn®

Apokyn® (apomorphine hydrochloride injection) is the only therapy available in the US for the treatment of "off" episodes (re-emergence of Parkinson's disease symptoms) associated with advanced Parkinson's disease. It is used as an adjunct to other Parkinson's disease medications and is administered, as needed, by means of an injector pen to treat periods of poor mobility in people with advanced disease. In April 2004, Apokyn® received FDA approval with Orphan Drug designation to treat advanced Parkinson's disease patients in the U.S. who experience the severe on/off motor fluctuations that are unresponsive to other oral Parkinson's disease therapies. Approximately 112,000 (source: Vernalis) patients with Parkinson's disease experience such "off" episodes despite optimal oral Parkinson's disease therapy. In clinical studies, Apokyn® has been shown to be effective in the acute, intermittent treatment of "off" episodes demonstrating a highly significant improvement in Unified Parkinson's Disease Rating Scale (UPDRS) Part III motor scores at 20 minutes, with statistical improvements in some measures noted as early as 10 minutes (the UPDRS is used by researchers and clinicians around the world to measure disease severity in patients).

It is estimated that approximately 1.5 million people in the U.S. (source: Vernalis) have Parkinson's disease, a condition that results from selective degeneration of an area of the brain called the substantia nigra, which is located towards the base of the brain in the basal ganglia. Normally these nerve cells release dopamine—a chemical that transmits signals between nerve cells (called a neurotransmitter). This central signalling pathway is essential for the fine control of movement and posture, and breakdown results in the symptoms of Parkinson's disease, namely tremor, rigidity, slow movements and postural instability. Muscle rigidity can become so severe as to result in "freezing"—also referred to as "off" episodes, when patients are rendered immobile. Patients also suffer from problems relating to impaired control of blood pressure (postural hypotension) and gut motility, which can impair the absorption of food and drugs. The disease is progressive and the signs and symptoms generally worsen over time. However, while Parkinson's disease may eventually be disabling, the disease often progresses gradually and with appropriate treatment many patients have a number of years of productive life after initial diagnosis.

About Dysport®

The active substance in Dysport® is a botulinum neurotoxin type A complex, which acts at the level of the neuromuscular junction in the targeted muscle. Dysport®, Ipsen's botulinum toxin type A, is a neuromuscular blocking toxin which acts to block acetylcholine release at motor nerve ends and reduces muscular spasm. It was initially developed for the treatment of movement disorders such as cervical dystonia (a chronic condition in which the neck is twisted or deviated), blepharospasm (involuntary eye closure), hemifacial spasm and various forms of muscle spasticity, including post-stroke arm spasticity, spasticity of the lower limbs (calf) in adults and children with cerebral palsy. Dysport® was originally launched in the United Kingdom in 1991 and has marketing authorisations in over 70 countries.

The product is currently referred to as Reloxin® in the United States aesthetic market and Dysport® for medical and aesthetic markets.

About Vernalis plc

Vernalis is a specialty bio-pharmaceutical company focused on products marketed to specialist neurologists. The company has two marketed products, Frova® and Apokyn®, and a development pipeline focused on neurology and central nervous system disorders. The company has six products in clinical development and collaborations with leading, global pharmaceutical companies including Novartis, Biogen Idec, Endo, Menarini and Chiesi.

About Vernalis Inc.

Vernalis Inc. is the North American commercial affiliate of Vernalis plc. Vernalis Inc. is a fully functional commercial operation operating in the field of neurology. The company markets Apokyn® (apomorphine HCl) in North America. Vernalis Inc. is composed of 55 staff, with considerable industry experience, a strong track record in neurology and an established and strong relationship with Managed Care organisations.

About Octagen

Founded in November 1997, Octagen Corporation (Octagen) is a privately held biopharmaceutical company whose mission is to develop and commercialize improved therapies for hemophilia and other genetic disorders. Octagen's most advanced project, now in Phase II clinical trials, involves the development of recombinant porcine Factor VIII (rpfVIII) and is developed in collaboration with Ipsen. Octagen's website is www.octagen.com.

About hemophilia A

Congenital hemophilia A is a genetic bleeding disorder resulting in a deficiency of coagulation FVIII. This disease affects males predominantly with an incidence of 1 in 5000 male births. According to the Centers for Disease Control there are approximately 13000 people living with hemophilia A in the US. Hemophilia A is characterized by frequent spontaneous bleeding episode as well as prolonged bleeding from trauma or surgery. Treatment and prevention of bleeding episodes consist in replacing the missing factor FVIII with recombinant or plasma derived human FVIII.

A major complication in the treatment of hemophilia A patients is the development of antibodies (called inhibitors) to human FVIII. Approximately 30% of hemophilia A patients will develop antibodies to human FVIII in their life time. For those patients control of bleeding episodes relies on treatment that bypasses the need for FVIII.

The development of antibodies to human FVIII can also occur in individuals with normal coagulation. These auto-antibodies neutralize circulating FVIII making it no longer available, thus creating a deficiency in FVIII. Those individuals are diagnosed with acquired hemophilia A.

Acquired hemophilia A is a rare disease affecting about 1.48 individuals per million with an estimated 445 cases per year in the US. Acquired hemophilia A is often associated with auto-immune disease, malignancy or pregnancy, although in about 50% of the cases there is no underlying disease. Clinical manifestation of acquired hemophilia includes spontaneous bleeding or prolonged bleeding due to minimal trauma or surgery and is more severe and anatomically diverse than in congenital hemophilia A.

Replacement therapy with human FVIII is of limited benefit because it is rapidly neutralized by circulating antibodies. For those patients control of bleeding episodes also relies on treatment that bypasses the need for FVIII.

About OBI-1

OBI-1 is a recombinant porcine Factor VIII. Since porcine FVIII (pFVIII) possesses low cross reactivity to anti-hFVIII antibodies, it is expected that OBI-1 can be used to stop bleeding in hemophilia patients with inhibitor using the same natural pathway as human Factor VIII for non inhibitor patients.

Phase I and II clinical trials have been conducted with OBI-1 in the United States, Canada, South Africa and Russia. Promising results of a phase II study on OBI-1 were presented to the American Society of Hematology in December 2007 stating that OBI-1 can be given as a short infusion. It was effective in controlling all bleeds which occurred in this study and was well tolerated.¹ Additional studies are now planned to optimize dose range for OBI-1 and to confirm the long term safety and efficacy of OBI-1 in the treatment of bleeds in a larger cohort of individuals with congenital hemophilia A complicated by the presence of hFVIII inhibitors, and with acquired hemophilia A.

About Tercica

Tercica is a biopharmaceutical company committed to improving endocrine health by partnering with the endocrine community to develop and commercialize new therapeutics for short stature and other metabolic disorders. For further information on Tercica, please visit www.tercica.com.

¹ A Phase II Open-Label Study Evaluating Hemostatic Activity, Pharmacokinetics and Safety of Recombinant Porcine Factor VIII (rpFVIII, OBI-1) in Hemophilia A Patients with Inhibitors Directed Against Human FVIII (hFVIII), Johnny Mahlangu et al., American Society of Hematology, December 2007

Ipsen builds a fully fledged presence in
North America significantly enhancing its
geographic footprint, global specialty
portfolio and growth profile
5 June 2008

Disclaimer
This
presentation
includes
only
summary
information
and

does
not
purport
to
be
comprehensive.
Forward-looking
statements,
targets
and
estimates
contained
herein
are
for
illustrative
purposes
only
and
are
based
on
management's
current
views
and
assumptions.
Such
statements
involve
known
and
unknown
risks
and
uncertainties
that
may
cause
actual
results,
performance
or
events
to
differ
materially
from
those
anticipated

in
the
summary
information.
The
Company
expressly
disclaims
any
obligation
or
undertaking
to
update
or
revise
any
forward-looking
statements,
targets
or
estimates
contained
in
this
presentation
to
reflect
any
change
in
events,
conditions,
assumptions
or
circumstances
on
which
any
such
statements
are
based
unless
so
required
by
applicable
law.
All

product
names
listed
in
this
document
are
either
licensed
to
the
Ipsen
Group
or
are
registered
trademarks
of
the
Ipsen
Group
or
its
partners
2

Other important information
Important additional information and where to find it
In
connection
with
the
merger,
Tercica

will
file
a
proxy
statement
with
the
Securities
and
Exchange
Commission
and
in
due
course
will
mail
the
proxy
statement
to
Tercica
stockholders
in
connection
with
a
meeting
of
Tercica
stockholders
to
seek
approval
for
the
merger.
The
exact
timing
of
completion
of
the
merger
is
dependent
on
the
review

and
clearance
of
the
proxy
statement,
and
other
necessary
filings,
with
the
Securities
and
Exchange
Commission.
Tercica
stockholders
are
urged
to
read
the
proxy
statement
in
full
when
it
becomes
available
because
it
will
contain
important
information.
Copies
of
the
proxy
statement,
as
well
as
other
filings
containing
information
about

Ipsen,
its
subsidiaries
and
Tercica,
will
be
made
available
in
due
course,
without
charge,
at
the
internet
site
of
the
Securities
and
Exchange
Commission
(www.sec.gov).
The
proxy
statement
and
such
other
documents
may
also
be
obtained
for
free
form
the
[Investor
Relations]
section
of
the
Tercica's
internet
site
(www.tercica.com)
or

by
directing
a
request
to
Tercica
at:
2000
Sierra
Point
Parkway,
Suite
400,
Brisbane,
CA
94005,
Attention:
Stephen
Rosenfield
Participants in the Solicitation
Tercica,
Ipsen
and
their
respective
directors,
executive
officers,
affiliates
and
other
person
may
be
deemed
to
be
participants
in
the
solicitation
of
proxies
in
respect
of
the
proposed
transaction.
Information

regarding
Ipsen's
directors
and
executive
officers
is
available
in
Ipsen's
Registration
Document
filed
with
the
Autorité
des
Marchés
Financiers
and
available
on
its
website
www.ipsen.com.
Information
regarding
Tercica's
directors
and
executive
officers
is
available
in
Tercica's
Form
10-K
for
the
year
ended
December
31,
2007
which
was
filed
with
the

Securities
and
Exchange
Commission
on
February
29,
2008.
Information
regarding
the
participants
in
the
proxy
solicitation
and
a
description
of
their
direct
and
indirect
interests,
by
security
holdings
or
otherwise,
will
be
contained
in
the
proxy
statement,
the
Schedule
13E-3
transaction
statement
and
other
relevant
materials
to
be
filed
with

the
Securities
and
Exchange
Commission
when
they
become
available.

This
press
release
and
the
related
Agreement
and
Plan
of
Merger
will
be
filed
with
the
Securities
and
Exchange
Commission
pursuant
to
the
requirements
of
U.S.
securities
laws.

3

An innovation driven International Specialty Pharma
Group
Three targeted areas : Oncology, Endocrinology and Neuromuscular
Disorders
5 key products accounting for ~ 55% of drug sales
Growing at a double digit rate
A strategic focus on
specialist care

worldwide

A primary care franchise focused on gastroenterology, cognitive disorders and cardiovascular

A focus on selected geographies including France, China and Russia

A sound business yielding recurring cashflow and contributing to R&D financing

Focused on hormone-dependent diseases, peptide and protein engineering and innovative delivery systems

R&D expense in excess of 20% of sales

4 centers

in Boston, Paris, London and Barcelona

Alliances with international industry leaders in US, Europe and Japan and best-in-class universities around the world

Ipsen's business partners include Galderma, Genentech, GTx, Medicis, Roche, and Teijin

A historic presence

in primary care

A truly

differentiating and

international R&D

capability

A recognised

strategic partner

A fully-fledged peptide manufacturing capability

Two FDA-approved manufacturing facilities

An integrated player

4

Today: announcement of three landmark transactions

5

Agreement with Tercica Inc. s Special Committee and Board of Directors to purchase the remainder of Tercica Inc. s outstanding common stock

1

2

Agreement with Vernalis plc. to acquire its US operations and rights

for Apokyn

®

3

Agreement with Octagen to acquire all OBI-1 related assets

Unfolding our strategy
3 botulinum
toxin dossiers
under review
(US and Europe)
Choice of a
commercialisation
option for

Dysport

®

in the US

Add a
companion
product to
Dysport

®

Disclosure by
Roche of GLP-1
(R1583)
phase II results
and potential
phase III
initiation

Adenuric

®

(febuxostat)
partnership
opportunities in
Europe
OBI-1
development
optimisation
Somatuline

®

US

sales ramp-up

Reloxin

®

filing in the US

Increlex

®

sales

ramp up in

Europe

Enrich R&D

pipeline

6

Strategic Priorities

GROW

top-line and profits in
specialist care by providing
innovative drug therapy

OPTIMIZE

returns of primary
care through selected product life
cycle management, partnerships
and focused investments

Mission Statement

To be a worldwide best-in-class provider of innovative drugs, addressing unmet medical needs in its targeted therapeutic areas
GLOBALIZE
through active
geographical expansion policy

Strategic rationale for the
transactions

Jean-Luc Bélingard, Chairman & CEO

8

Growing and globalising our specialist care business

Clear execution of our globalisation strategy of our fast growing specialist care portfolio

1

2

4

Somatuline

®

,

Increlex

®

and

upon

FDA

approval,

Dysport

®

and

OBI-1

will

become

global

products

directly

marketed

by

Ipsen

5

leveraging on the existing focus and expertise of the acquired organizations

Vernalis

Inc.

is

an

operational

business

with

an

existing

synergistic

product

on

the

market,

Apokyn

®

,

targeting

an

overlapping

prescriber

base

with

Dysport

®

and

Tercica

already

markets
Increlex
®
and
Somatuline
®
in
the
US

and delivering significant potential future revenue opportunity, expected to exceed \$300 million in 2012 and potentially approaching \$1 billion by the end of the next decade

executed in favourable forex

market conditions

Cost-effectively

enhancing

our

growth

prospects,

enriching

our

pipeline

while

minimising execution risks of entering the US market

3

while enriching our pipeline with new significant R&D projects

Full

rights

to

OBI-1,

combination

of

GH

and

IGF-1,

expansion

of

Somatuline

in

NET

in

the

US,

expansion

of

Increlex

®

s

indication

Leading field-proven products in Europe
Somatostatin
analogue
Highly differentiated product
Main indications: acromegaly/NET
Marketed in Europe since 1995
Approved in the US in August 07
Somatuline

®

Dysport

®

Botulinum Toxin of Type A

Efficient and field proven product

Main indication: dystonia, spasticity *

Marketed in Europe since 1991

Under review by FDA since Jan.08

9

n°1 or n°2 in most markets where Ipsen operates

.now entering North America, the largest pharmaceutical market in the world

*cervical

dystonia,

cerebral

palsy

in

children,

muscle

spasticity,

blepharospasm/hemifacial

spasm

US entry

through

Proposed acquisition of

Tercica Inc.

Proposed acquisition of

Vernalis Inc.

10

An improved geographic mix and acceleration of specialty care

Acceleration of specialty care

(2012E indicative sales trend)

~40%

~30%

~60%

~70%

Ipsen standalone
Ipsen combined
Primary care
Specialty care *
Improved geographic mix
(2012E indicative sales trend)
~25%
~20%
~50%
~45%
~15%
~25%
~20%
Ipsen standalone
Ipsen combined
France
Other european countries
North America *
RoW
* using
a 1.55 /\$ exchange rate

Establishing Ipsen a
leading global player in
endocrinology
Jean-Luc Bélingard, Chairman & CEO

12
Growing and globalising our endocrinology business
Creation
of
a
global
endocrinology
business

with
Somatuline

®

and

Increlex

®

,
two global products

1

2

3

4

leveraging the focused market reach and R&D pipeline of Tercica

with a significant revenue opportunity

Establishing Ipsen as the leading player in endocrinology, with strong growth prospects

representing another step forward to transform Ipsen into a global specialist care

company, with a strong international footprint and an enriched R&D pipeline

Cumulated revenue opportunity estimated to exceed \$250 million in 2012

13

A progressive step-up in Tercica minimizing execution risks

July

2006

Ipsen and Tercica enter

into a strategic

partnership and cross

licensing agreement

Somatuline

®

Depot

NDA submitted to FDA

November

2006

December

2006

Insmed

found infringing

Tercica's patents

March

2007

Litigation settlement

reached with Insmed

August

2007

Increlex

®

receives EMEA

marketing approval

Somatuline

®

receives

FDA marketing approval

December

2007

January

2008

Ipsen launches Increlex

®

in

Germany and the UK

Tercica launches

Somatuline

®

Depot in the US

Next generation GH phase II

clinical trial initiated

January

2008

Ipsen believes that it is now time to be fully responsible
for the execution of the commercialisation of Somatuline

®

Depot in North America and

for the development of promising R&D projects

14

Selected transaction terms

Ipsen has agreed, subject to stockholder approval, to acquire all outstanding shares of Tercica Inc. that the Ipsen Group does not currently own (approximately 44.9 million shares on a fully diluted basis)

\$9.0 per share (100% cash consideration)

Tercica Inc.'s Special Committee of Independent Directors has unanimously approved the transaction and recommended it to Tercica's stockholders

A special stockholder meeting will be called by Tercica Inc. to vote on the proposed merger

Subject to stockholder approval and customary regulatory approvals and other conditions

15
Increlex
®
and Somatuline
®
: significant market opportunities
Increlex
®

in severe primary IGFD

Somatuline

®

in acromegaly

Significant morbidity and mortality

1,2

North America: ~ 15,000 patients

Orphan drug status

Launched in January 2008 by Tercica

1)

Orme SM et al. JCEM 83: 2730-4, 1998.

2)

Clayton RN et al. J Endocrinol (Suppl 1): S23-9, 1997.

Severe

cases

of

short

stature

children

not

responding

to hGH

replacement therapy

North America: ~ 6,000 patients

Orphan Drug status

North America revenues of \$9.6 million in 2007

Expansion in NET

Expansion in Primary IGFD

Cumulated revenue opportunity in excess of \$250 million in 2012

A commercial platform from which to launch future compounds
A rich Endocrinology pipeline
Dopastatin

BIM-23A760 (Pituitary Tumors)
Dopastatin

BIM-23A760 (Pituitary Tumors)
Melanocortin

Program

MC4 Agonist (Obesity/Metabolic Syn)

MC4 Antagonist (Wasting Diseases)

Melanocortin

Program

MC4 Agonist (Obesity/Metabolic Syn)

MC4 Antagonist (Wasting Diseases)

Ghrelin agonist

BIM-28131 (Wasting Diseases)

Ghrelin agonist

BIM-28131 (Wasting Diseases)

Lanreotide

Combination

therapy

with

Somavert

in

refractory acromegaly

Treatment of asymptomatic NET

Lanreotide

Combination

therapy

with

Somavert

in

refractory acromegaly

Treatment of asymptomatic NET

Increlex

Daily administration

Expanded use to primary IGFD

A strong and unique portfolio

IGF-1 and GH combination therapy

16

A global care solution

in

growth disorders worldwide

The strength of a single global

voice in the market

Creating a successful
commercial infrastructure
in neurology in the US
Stéphane
Thirolaix, Executive Vice President,
Corporate Development

18

Growing and globalising our neurology business

Creation of a global neurology business with a direct presence in the US

1

2

3

4

leveraging the existing focus and expertise of the Vernalis US organization

with a significant revenue opportunity, expected to reach \$100 million at peak

Another step forward in paving the way for growth

representing another step forward to transform Ipsen into a global specialist care company, with a strong international footprint

A total revenue opportunity estimated to exceed \$50 million in 2012

Vernalis Inc. s profile
The operations
Established December 2005
Headquartered in Morristown, N.J.
54
staff positions
The product: Apokyn
®

FDA approval in April 2004 with an Orphan

Drug status

Launched in July 2004, with market
exclusivity until 2011

Fulfilling

a

high

unmet

medical

need:

only

product

indicated

for

and

effective

in

the

acute

treatment

of

off

episodes

in

patients

with

advanced

Parkinson s

disease

Vernalis Inc. s 2007 financials

Indicative sales of \$8 million

Indicative operating loss of \$(20) million

19

Apokyn

®

: a convenient and efficient product

A rapid and reliable onset of action:

Apokyn

®

provides an improvement in motor symptoms
equal to that of levodopa

within 20 minutes of an injection as shown in the US clinical studies:

95%

of

off

episodes

were

reversed

with

Apokyn

®

when

used

as

needed

Efficacy was maintained in patients with average therapy duration of 14.5 months

Most patients responded to doses of 0.3 – 0.6 mL, average dosing frequency was 2.5 times per day

A convenient administration:

subcutaneous injection dosed with an adjustable, reusable pen

(29 gauge needle)

Used on an as needed

basis: **the patient decides when to use it allowing more control over**

the treatment, reinforced by the ability to inject at home

20

Apokyn

®

is promoted in moderate to severe PAD

to complement other therapies or when other therapies are not effective

Key transaction terms

Consideration structure

Upfront payment of \$6.5 million (4.2 m)

Additional payments of up to \$6.0 million *
(3.9 m) depending upon certain commercial
and operational milestones

Ipsen to underwrite, at signing, certain
commercial and operating expenses of

Vernalis Inc. of up to \$2.2 million (1.4 m)

Share subscription

Ipsen to subscribe for \$5.0 m (3.2 m) newly issued shares in Vernalis plc.,

ie. ~9.7% of Vernalis plc. s share capital

Subscription at £7.260 pence per share,

representing a 20% premium on 3 day average

before announcement

Consolidation

Expected to be fully consolidated in Ipsen s

accounts in H2 2008

21

* Including \$1.0 million if a R&D JV between Ipsen and Vernalis plc on selected Ipsen neurology pipeline items does not proceed

Dysport
®
: a strong brand, with
well
established
positions
93
129

113

83

69

60

2002

2003

2004

2005

2006

2007

5 main

Western

European

countries

43%

Other

Europe

25%

RoW

32%

02-07 Sales CAGR:

+17%

Used globally for therapeutic indications: cervical dystonia, cerebral

palsy

in

children,

muscle

spasticity,

blepharospasm,

hemifacial

spasm

Launched in the UK in

1991

Marketing authorisations in over 70 countries (in Europe (including

Russia), Asia and Latin America)

Equivalent market share in therapeutic use to that of its main

competitor in the 5 main European countries

Dysport

®

was filed for review by the FDA at the end of January 2008

for cervical dystonia.

22

Sales breakdown in 2007

Apokyn

®

and Dysport

®

to be promoted by the same sales force

2002 to 2005 are in French GAAP

Why Vernalis Inc. fits with Ipsen

A CNS focused company rightly sized to maximize the launch of Dysport

®

Strong managed healthcare experience, especially for injectable drugs

A relevant and targeted market reach,

with largely similar prescriber base between Dysport

®

and Apokyn

®

Vernalis Inc. today

covers ~75% of US movement disorder specialists and neurologists

A sound commercial strategy

based on strong customer relationship and true value-added services provided to physicians

A team with operational and therapeutic expertise and strong track-record

A lean organization, with no overlap with Ipsen's existing structures

23

A well positioned product on the market

Apokyn

®

,

the

only

product

indicated

in

the

treatment

of

off

episodes

of

Parkinson's

disease

Ipsen will benefit from the acceleration of its growth perspectives

while

bearing

at

the

same

time

the

pre-launch

costs

of

Dysport

®

Gaining full control of
OBI-1 s development
Claire Giraut, Chief Financial Officer

25

Gaining full control over a promising compound
Leveraging our know-how in hematology
by gaining full rights to the product s
development and commercialisation

1
2
4

Ipsen
produced
and
commercialized
the
only
plasma-derived
porcine
Factor
VIII
until
2004,
Hyate
C

and optimise its development and time to market
for a highly specialized hospital product, generating high revenue per patient
An incremental investment to capture a significant revenue opportunity

3

in order to fulfill a high unmet medical need

Acquired
hemophilia
is
an
orphan
disease
(prevalence
of
1.5
per
million):
6%
to
22%
of
patients
die
from
bleeding
The
development
of
OBI-1
will
benefit
from
Ipsen's
integrated
approach
and

specific
knowledge
base
in
hemophilia
A
with
inhibitor
and
plasma-derived
porcine
Factor
VIII
Potential peak sales worldwide in excess of \$200 million

Transaction details

In 1998, Emory

University

licensed to Octagen its patents on OBI-1, who in turn granted a worldwide, exclusive sublicense to Ipsen.

Octagen was responsible for the pre-clinical and clinical development of OBI-1 and sublicensed certain rights to Ipsen in connection with the manufacturing, regulatory activities and commercialization of OBI-1.

Ipsen agreed to make milestone payments to Octagen and to pay royalties based on OBI-1 future net sales.

Ipsen
purchased
c.21.5%
of
Octagen's
share
capital.

Ipsen to acquire all Octagen's
assets related to OBI-1

Upfront payment of \$10.5

million (6.8 million) to Octagen,

Potential additional payments contingent on entry of the product
into P.III and on marketing approvals

Mid single digit royalty on net sales (including that to Emory)

Redemption of its stake in Octagen

26

A unique agent for the emergency care of acquired hemophilia
Incidence of this autoimmune disease on the increase with the ageing population
Silent disease often revealed under elective or emergency surgery
Uncontrollable bleed due to antibodies against patient's factor VIII
OBI-1 provides fast controllable dose-responsive formation of blood clots through the intrinsic pathway of coagulation
Upon stabilization of hemostasis, patients are treated to full recovery (using Rituxan)
OBI-1 will benefit from a strong support from the hematology community built by Ipsen

Ipsen produced and commercialized the only plasma-derived porcine Factor VIII until 2004

Ipsen will control all pre-clinical and clinical development activities

OBI-1 development will benefit from this integrated approach and Ipsen's specific knowledge in hemophilia A with inhibitor and plasma-derived porcine Factor VIII

Ipsen will now seek to confirm next steps towards registration, in liaison with regulatory agencies, with first feedback expected in 2008

27

Revised financial outlook
Claire Giraut, Chief Financial Officer

Revised financial outlook

Ipsen confirms its standalone objectives for 2008,
and will revise its full-year financial objectives once the closing dates of all
transactions announced today are known

2008

Sales growth: 12.0 to 14.0%

(1)

compared to Ipsen's standalone objectives for 2008

2009

Operating margin: around 15%

(2)

(in % of total sales)

Creating a North American platform expected to generate sales in excess of \$300 million in

2012

(1)

and potentially close to \$1 billion by the end of the next decade

NOTE 1: At constant exchange rate

NOTE 2: Before taking into account transaction-related recordings or purchase accounting impacts

NOTE 3: Excluding any assumption on GLP-1 potential future royalty stream

Group operating margin expected to return to its 2007 level in 2011

(3)

29

A continued commitment to innovation, with a R&D expense of 19.0 to 21.0% of total sales

Conclusion

Jean-Luc Bélingard, Chairman & CEO

Delivering on our strategic objectives
ENRICHING our R&D PIPELINE with new R&D projects
DIVERSIFYING our geographic FOOTPRINT
CREATING
a
global
care
solution

in
endocrinology
worldwide
with the strength of A SINGLE GLOBAL VOICE in the market
ENHANCING our GROWTH profile
ENHANCING the contribution of our SPECIALIST CARE portfolio
MINIMISING execution RISKS

31
CONFIRMING OUR GLOBAL specialty care AMBITIONS
CREATING

a
MARKET
VEHICLE
for
DYSPO

®

Update to investors
Ipsen will hold a
Strategic and R&D day
on Tuesday November 18, 2008
in Paris (France)
to provide further updates
32

APPENDICES

33

Parkinson s disease
medical considerations
Parkinson s
disease
(PAD)
is
a
progressive

neuro-degenerative
disease
affecting
one's
ability
to
control
movement.

In
PAD,
cells
that
produce
the
neurotransmitter
dopamine,
primarily
in
the
substantia
nigra,
die
prematurely.

The
resulting
decrease
in
dopamine
levels
interferes
with
the
ability
to
control
movement
and
other
motor
functions.

At
the
time
of
diagnosis,
most
PAD
patients
have
already

lost
over
80%
of
their
dopamine
producing
cells.

Approximately one million people suffer from PAD in the US
50,000 diagnosed annually

1% Americans age >60 have PAD

4-10% cases are young onset (diagnosed prior to age 40)

Number of PAD patients is expected to increase as the US population ages

34

Parkinson s disease
Therapeutic options
There
is
no
known
cure
for

PAD,
disease
modification
or
neuroprotection
remains
the
ultimate
goal
of
treatment
strategies
and
product
development
Current
therapy
is
targeted
entirely
to
symptom
management,
balancing
efficacy
with
tolerability
ON
periods
of
relatively
good
mobility
and
well
controlled
motor
function.
OFF
periods
of
poor
or
no
mobility
that
are
characterized
by
slow

movements
and
rigidity.

Dyskinesia
periods
of
uncontrolled,
seemingly
random
movements
that
occur
during

ON
episodes
The
goal
of
PAD
therapy
is
to
maximize
the
amount
of
time

a
patient
spends
in
the

ON
state
without
troubling
dyskinesias

The
progressive
nature
of

PAD
results
in
virtually
all
patients
receiving
multiple
therapies

All existing therapies have side effects that can limit dosing and/or length of therapy. Treatments are usually broken into two groups; those used in early disease and those for advanced disease. Early disease treatments are predominately medical. Advanced disease treatments include both medical and surgical options.

35

36	
Tercica: key facts	
Product portfolio	
Summary Financials	
(18)	
(40)	
(83)	
Net Income	

(19)

(40)

(86)

EBIT

5

31

2

Total Revenues

Q1 08

2007

2006

(\$m)

Increlex

®

approved for marketing in the
United States and the European Union;

Somatuline

®

Depot

®

approved for
marketing in the United States and

Canada; and

Combination

of

Genentech's

recombinant human growth hormone

(rhGH) and recombinant human insulin-

like growth factor-1 (rhIGF-1)

Company description

Nasdaq

listed, California-based

biopharmaceutical company developing

and marketing endocrine products

Market capitalisation

of ~\$230 million

A strong market reach

Sales & marketing efforts target

approximately 500 pediatric

endocrinologists practicing in the US