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

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OSS CAPITAL MANAGEMENT 598 MADISON AVENUE NEW YORK, NY 10022		X		
Schafer Brother LLC 598 MADISON AVENUE NEW YORK, NY 10022		X		
SCHAFFER OSCAR 598 MADISON AVENUE NEW YORK, NY 10022		X		
Goffe Andrew J. 598 MADISON AVENUE NEW YORK, NY 10022		X		

## Signatures

/s/ Oscar S. Schafer, Senior Managing Member of Schafer Brothers LLC, the general partner of O.S.S. Capital Management L.P.

01/05/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Edgar Filing: OSS CAPITAL MANAGEMENT - Form 4

- (1) This Form 4 is being filed to report that O.S.S. Capital Management LP, a Delaware limited partnership (the "Investment Manager"), Schafer Brothers LLC, a Delaware limited liability company ("SB LLC"), Mr. Oscar S. Schafer ("Mr. Schafer") and Mr. Andrew Goffe ("Mr. Goffe", collectively with the Investment Manager, SB LLC and Mr. Schafer, the "Reporting Persons") have sold 109,030 shares of Noven Pharmaceuticals Inc. common stock.

- (2) The Reporting Persons have investment discretion with respect to securities held by a Cayman Islands exempted company and two Delaware limited partnerships as more fully described in the Form 3 filed on July 16, 2007 (Accession Number: 0000902664-07-002296), the Form 4 filed on August 8, 2007 (Accession Number: 0000902664-07-002474), the Form 4 filed on August 14, 2007 (Accession Number 0000902664-07-002630), the Form 4 filed on September 12, 2007 (Accession Number 0000902664-07-002795), the Form 4 filed on September 14, 2007 (Accession Number 0000902664-07-002815), the Form 4 filed on September 17, 2007 (Accession Number 0000902664-07-002830), the Form 4 filed on October 2, 2007 (Accession Number 0000902664-07-002925), the Form 4 filed on March 17, 2008 (Accession Number: 0000902664-08-001576), the Form 4 filed on March 31, 2008 (Accession Number 0000902664-08-001729), the Form 4 filed on October 31, 2008 (Accession Number: 0000902664-08-003101),
- (3) (Footnote 2 cont'd) the Form 4 filed on December 29, 2008 (Accession Number: 0000902664-08-003465) and the Form 4 filed on December 31, 2008 (Accession Number: 0000902664-08-003494).

- (4) Each of the Reporting Persons may be deemed to beneficially own 3,259,814 shares of common stock, which represent, together, approximately 13.1% of the outstanding shares of common stock. Each of the Reporting Persons disclaims beneficial ownership of the securities included in this report and this report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of such person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.