

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

KOS PHARMACEUTICALS, INC.

(Name of Subject Company (Issuer))

PARTHENON ACQUISITION CORP.

(Offeror)

A Wholly Owned Subsidiary of

ABBOTT LABORATORIES

(Parent of Offeror)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, \$0.01 par value

(Title of Class of Securities)

500648100

(CUSIP Number of Class of Securities)

Laura J. Schumacher

Senior Vice President, Secretary and General Counsel

Abbott Laboratories

100 Abbott Park Road

Abbott Park, Illinois 60064-6020

(847) 937-5726

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

Copies to:

Catherine J. Dargan

Covington & Burling LLP

1201 Pennsylvania Avenue, NW

Washington, D.C. 20004

(202) 662-5567

CALCULATION OF FILING FEE

Transaction Valuation(1)

\$3,715,206,456

Amount of Filing Fee(2)

\$397,527

- (1) Estimated for purposes of calculating the filing fee only. This amount is determined by multiplying 47,630,852 shares of Kos common stock (which represents the number of shares outstanding as of November 2, 2006, the most recent practicable date) by \$78.00 per share.
- (2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 and Fee Rate Advisory #3 for fiscal year 2007, issued September 29, 2006, by multiplying the transaction value by .000107.
- x 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: \$397,527
Form or Registration No.: Schedule TO

Filing Party: Abbott Laboratories and Parthenon Acquisition Corp.
Date Filed: November 14, 2006

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 is a final amendment reporting the results of the tender offer.

AMENDMENT NO. 1 TO SCHEDULE TO

This Amendment No. 1 (the "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Commission") on November 14, 2006, as amended (the "Schedule TO") by (i) Parthenon Acquisition Corp., a Florida corporation (the "Purchaser"), and wholly owned subsidiary of Abbott Laboratories, an Illinois corporation ("Abbott"), and (ii) Abbott. This Schedule TO relates to the offer (the "Offer") by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.01 per share (including shares subject to vesting or other restrictions, the "Shares"), of Kos Pharmaceuticals, Inc., a Florida corporation ("Kos"), at a purchase price of \$78.00 per Share net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 14, 2006 (which, together with any amendments and supplements thereto, collectively constitute the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were filed as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO. Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Item 11. Additional Information.

Sections (a)(2) and (a)(3) of Item 11 are hereby amended and supplemented to include the following:

"On December 4, 2006, the FTC granted early termination of the waiting period under the HSR Act applicable to the Offer."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

"(a)(5)(D) Press Release issued by Abbott on December 4, 2006."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ABBOTT LABORATORIES

By /s/ Thomas C. Freyman

Name: Thomas C. Freyman

Title: Executive Vice President, Finance and Chief Financial Officer

Date: December 4, 2006



Media:
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Abbott's Acquisition of Kos Pharmaceuticals, Inc. Clears Antitrust Review

ABBOTT PARK, Ill., Dec. 4, 2006 — Abbott (NYSE:ABT) announced today that the Federal Trade Commission has granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 applicable to Abbott's offer to purchase all of the outstanding shares of common stock of Kos Pharmaceuticals, Inc. (Nasdaq:KOSP).

The FTC's action satisfies one of the conditions necessary for the consummation of the pending acquisition. The tender offer is scheduled to expire at 12:00 midnight, New York City time, on Tuesday, Dec. 12, 2006, unless the tender offer is extended. Consummation of the tender offer remains subject to other customary closing conditions, including satisfaction of the minimum tender condition under the Agreement and Plan of Merger entered into by Abbott and Kos on November 5, 2006.

As previously announced, Abbott commenced a tender offer on November 14, 2006 for all of the outstanding shares of Kos common stock for \$78.00 per share in cash.

About Abbott

Abbott is a global, broad-based health care company devoted to the discovery, development, manufacture and marketing of pharmaceuticals and medical products, including nutritionals, devices and diagnostics. The company employs 65,000 people and markets its products in more than 130 countries. Abbott's news releases and other information are available on the company's Web site at www.abbott.com.

Additional Information

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer is being made pursuant to a tender offer statement and related materials. Kos shareholders are advised to read the tender offer statement and related materials filed by Abbott with the U.S. Securities and Exchange Commission (the "SEC"). The tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and the solicitation/ recommendation statement filed by Kos with the SEC contain important

information which should be read carefully before any decision is made with respect to the offer. These documents are available at no charge at the SEC's Web site at www.sec.gov.

The tender offer statement and related materials may be obtained for free by directing a request by mail to Georgeson Inc., 17 State Street, 10th Floor, New York, NY 10004, or by calling toll-free (800) 223-2064, and may also be obtained from Abbott by directing a request by mail to Abbott Laboratories, 100 Abbott Park Road, Abbott Park, IL 60064-6048, Attn: Investor Relations, Telephone: (847) 938-5632.

A Caution Concerning Forward-Looking Statements

Some statements in this news release may be forward-looking statements. Abbott cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements including: the tender offer may not be completed or the merger may not be consummated for reasons including because conditions precedent to the completion of the acquisition may not be satisfied. Economic, competitive, governmental, technological and other factors that may affect Abbott's operations are discussed in Item 1A, "Risk Factors," and Exhibit 99.1 to our Annual Report on Securities and Exchange Commission Form 10-K for the year ended Dec. 31, 2005 and in Item 1A, "Risk Factors," to our Quarterly Report on Securities and Exchange Commission Form 10-Q for the period ended March 31, 2006, and are incorporated by reference. Abbott undertakes no obligation to release publicly any revisions to forward-looking statements as the result of subsequent events or developments, other than as required by law.

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