
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D/A
(Amendment No. 9)**

Under the Securities Exchange Act of 1934

TARO PHARMACEUTICAL INDUSTRIES LTD.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE NIS 0.0001 PER SHARE

(Title of Class of Securities)

M8737E108

(CUSIP Number)

Mr. Sudhir V. Valia, Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai 400 059, India

**(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)**

December 10, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 (b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. M8737E108

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) SUN PHARMACEUTICAL INDUSTRIES LTD.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION The Republic of India	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 18,143,927*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 18,143,927
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,143,927	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.95%**	
14	TYPE OF REPORTING PERSON (See Instructions) CO	

* Includes 3,770,833 Ordinary Shares acquired by Alkaloida Chemical Company Exclusive Group Ltd. ("Alkaloida"), an indirect subsidiary of Sun Pharmaceutical Industries Ltd. ("Sun"), on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to the share purchase agreement dated May 18, 2007 ("Purchase Agreement"), between Alkaloida and the Issuer, which entitled Alkaloida to acquire a total of 7,500,000 Ordinary Shares; 58,000 Ordinary Shares acquired by Sun Pharma Global, Inc. ("Sun Pharma"), a direct wholly-owned subsidiary of Sun, on July 11, 2007 and 500 Ordinary Shares acquired by Sun Pharma on July 23, 2007, in

each case in open market transactions; 3,000,000 Ordinary Shares acquired by Alkaloida on August 2, 2007, pursuant to Sun's rights under the warrant, dated May 18, 2007, issued by the Issuer to Sun (the "Original Warrant"); 3,712,557 Ordinary Shares acquired by Alkaloida on February 19, 2008, from Brandes Investment Partners, L.P., for and on behalf of certain of its investment advisory clients ("Brandes"); and 797,870 Ordinary Shares acquired by Alkaloida on June 23, 2008, from Harel Insurance Company Limited ("Harel"). This amount also includes 3,787,500 Ordinary Shares which Alkaloida has the right to acquire pursuant to a warrant issued to Sun by the Issuer on August 2, 2007 ("Warrant No. 2"). On December 1, 2009, Sun exercised Warrant No. 2 and nominated Alkaloida to purchase the underlying shares at the exercise price stated in Warrant No. 2 of \$6.00 per share. By letter dated December 1, 2009, the Issuer refused to issue such shares, citing an opinion of counsel to the Issuer to the effect that exercise of Warrant No. 2 would violate the temporary injunction issued by the Supreme Court of Israel in connection with ongoing litigation between Sun, Alkaloida, the Issuer and other related parties (the "STO Litigation") and would require the approval of the Israel Land Administration and possibly other governmental authorities.

** Based on 39,460,257 Ordinary Shares outstanding as of June 30, 2008 as reported by the Issuer in its Solicitation/Recommendation Statement filed on Schedule 14D-9 on July 10, 2008; and an additional 3,787,500 Ordinary Shares that should have been issued to Alkaloida on December 1, 2009 upon exercise of Warrant No. 2.

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) SUN PHARMA GLOBAL INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION The British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 18,143,927*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 18,143,927
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,143,927	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.95%**	
14	TYPE OF REPORTING PERSON (See Instructions) CO	

* Includes 3,770,833 Ordinary Shares acquired by Alkaloida on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to the Purchase Agreement; 58,000 Ordinary Shares acquired by Sun Pharma on July 11, 2007 and 500 Ordinary Shares acquired by Sun Pharma on July 23, 2007, in each case in open market transactions; 3,000,000 Ordinary Shares acquired by Alkaloida on August 2, 2007, pursuant to Sun's rights under the Original Warrant; 3,712,557 Ordinary Shares acquired by Alkaloida on February 19, 2008, from Brandes; and 797,870 Ordinary Shares acquired by Alkaloida on June 23, 2008, from Harel. This amount also

includes 3,787,500 Ordinary Shares which Alkaloida has the right to acquire pursuant to Warrant No. 2. On December 1, 2009, Sun exercised Warrant No. 2 and nominated Alkaloida to purchase the underlying shares at the exercise price stated in Warrant No. 2 of \$6.00 per share. By letter dated December 1, 2009, the Issuer refused to issue such shares, citing an opinion of counsel to the Issuer to the effect that exercise of Warrant No. 2 would violate the temporary injunction issued by the Supreme Court of Israel in connection with the STO Litigation and would require the approval of the Israel Land Administration and possibly other governmental authorities.

** Based on 39,460,257 Ordinary Shares outstanding as of June 30, 2008 as reported by the Issuer in its Solicitation/Recommendation Statement filed on Schedule 14D-9 on July 10, 2008; and an additional 3,787,500 Ordinary Shares that should have been issued to Alkaloida on December 1, 2009 upon exercise of Warrant No. 2.

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ALKALOIDA CHEMICAL COMPANY EXCLUSIVE GROUP LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION The Republic of Hungary	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 18,085,427 *
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 18,085,427
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,085,427	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.82%**	
14	TYPE OF REPORTING PERSON (See Instructions) CO	

* Includes 3,770,833 Ordinary Shares acquired by Alkaloida on May 21, 2007 and 3,016,667 Ordinary Shares acquired by Alkaloida on May 30, 2007, in each case pursuant to the Purchase Agreement; 3,000,000 Ordinary Shares acquired by Alkaloida on August 2, 2007, pursuant to Sun's rights under the Original Warrant; 3,712,557 Ordinary Shares acquired by Alkaloida on February 19, 2008, from Brandes; and 797,870 Ordinary Shares acquired by Alkaloida on June 23, 2008, from Harel. This amount also includes 3,787,500 Ordinary Shares which Alkaloida has the right to acquire pursuant to Warrant No. 2. On December 1, 2009, Sun exercised Warrant No. 2 and nominated

Alkaloida to purchase the underlying shares at the exercise price stated in Warrant No. 2 of \$6.00 per share. By letter dated December 1, 2009, the Issuer refused to issue such shares, citing an opinion of counsel to the Issuer to the effect that exercise of Warrant No. 2 would violate the temporary injunction issued by the Supreme Court of Israel in connection with the STO Litigation and would require the approval of the Israel Land Administration and possibly other governmental authorities.

** Based on 39,460,257 Ordinary Shares outstanding as of June 30, 2008 as reported by the Issuer in its Solicitation/Recommendation Statement filed on Schedule 14D-9 on July 10, 2008; and an additional 3,787,500 Ordinary Shares that should have been issued to Alkaloida on December 1, 2009 upon exercise of Warrant No. 2.

This Amendment No. 9 amends and supplements the Statement on Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission on July 3, 2007 (the “Original Schedule 13D”); the Amendment No. 1 to the Original Schedule 13D, filed on July 25, 2007 (the “Amendment No. 1”); the Amendment No. 2 to the Original Schedule 13D, filed on August 2, 2007 (the “Amendment No. 2”); the Amendment No. 3 to the Original Schedule 13D, filed on February 19, 2008 (the “Amendment No. 3”); the Amendment No. 4 to the Original Schedule 13D, filed on May 29, 2008 (the “Amendment No. 4”); the Amendment No. 5 to the Original Schedule 13D, filed on June 5, 2008 (the “Amendment No. 5”); the Amendment No. 6 to the Original Schedule 13D, filed on June 24, 2008 (the “Amendment No. 6”); the Amendment No. 7 to the Original Schedule 13D, filed on June 25, 2008 (the “Amendment No. 7”); and the Amendment No. 8 to the Original Schedule 13D, filed on December 2, 2009 (the “Amendment No. 8”, together with the Original Schedule 13D, the Amendment No. 1, the Amendment No. 2, the Amendment No. 3, the Amendment No. 4, the Amendment No. 5, the Amendment No. 6 and the Amendment No. 7, the “Schedule 13D”), with respect to the Ordinary Shares, par value NIS .0001 per share (the “Ordinary Shares”), of Taro Pharmaceutical Industries Ltd., an Israeli corporation (the “Issuer”), whose principal executive offices are located at Italy House, Euro Park, Yakum 60972, Israel. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph after the last paragraph of Item 4:

“On December 10, 2009, Alkaloida submitted to the Issuer a position statement with respect to the Annual General Meeting of the Issuer’s shareholders scheduled for December 31, 2009, for distribution to the Issuer’s shareholders pursuant to Section 88 of the Israeli Companies Law and the accompanying regulations. The position statement is filed hereto as Exhibit 99.24.”

Item 7. Materials to be Filed as Exhibits.

Exhibit No.	Description
99.24	Position Statement with respect to the Annual General Meeting of the Issuer’s shareholders scheduled for December 31, 2009, submitted by Alkaloida to the Issuer on December 10, 2009 for distribution to the Issuer’s shareholders.

SIGNATURE

After reasonable 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.

Dated:

December 11, 2009

SUN PHARMACEUTICAL INDUSTRIES LTD.

/s/ Sudhir V. Valia

Signature

Mr. Sudhir V. Valia

Director

Name/Title

SUN PHARMA GLOBAL, INC.

/s/ Harin Mehta

Signature

Mr. Harin Mehta

Director

Name/Title

ALKALOIDA CHEMICAL COMPANY EXCLUSIVE
GROUP LIMITED.

/s/ Harin Mehta

Signature

Mr. Harin Mehta

Director

Name/Title

EXHIBIT INDEX

Exhibit No.

Description

99.24

Position Statement with respect to the Annual General Meeting of the Issuers' shareholders scheduled for December 31, 2009, submitted by Alkaloida to the Issuer on December 10, 2009 for distribution to the Issuer's shareholders.

Position Statement of Alkaloida Chemical Company Exclusive Group Ltd.

Alkaloida Chemical Company Exclusive Group Ltd. (“Alkaloida”), the largest shareholder of Taro Pharmaceutical Industries Ltd. (“Taro”), with 14,356,427 ordinary shares, is pleased to submit this position statement to its fellow Taro shareholders. Alkaloida is a subsidiary of Sun Pharmaceuticals Industries Ltd. (“Sun”) and, as Taro has acknowledged, is the company that saved Taro from the precipice of bankruptcy to which its current management, controlled by the Levitt family, had driven it in 2007.

With regard to items 1, 2, 3 and 4 on the agenda for Taro’s forthcoming annual general meeting, we wish to note as follows:

1. **Item 1 of the agenda** - Taro has asked you to vote for the re-election of eight of its existing directors, and has even expended vast sums of corporate funds, in violation of Israeli law, in an attempt to entrench these directors in their positions. This is the same board of directors that has failed to meet its basic legal obligations to publish audited financial statements for over three years. Even the audited financial statements that it has published, for years prior to 2006, are in the process of being restated. These directors have consistently made promises to you that they will correct their ongoing failure to publish financial statements, and have never kept their word to you. Due to this continuing failure of these directors, your shares in Taro have been delisted from any regular trading market in the US. After several earlier unmet time estimates, in February 2009, they told you that they were “hopeful” that they would publish audited financial statements for 2006 in “the near term”, but this didn’t happen. In May 2009, they promised to publish these financial statements “by the end of the current quarter”, i.e. by June 30, 2009, and again they failed to keep their word to you. Now, Taro has received notice from the SEC that its shares may be deregistered entirely, making it practically impossible for you to sell your shares. We urge you to replace these directors before the SEC takes this drastic step, which could permanently impair the value of your shares. Re-electing these directors to their positions would simply constitute a reward, at your expense, for continuing mismanagement of Taro. We urge you to vote against these nominees.
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2. **Item 2 of the agenda** - Taro has asked you to vote for the nomination of two candidates to serve as external directors of Taro. Although these directors are supposed to represent the interests of Taro's public shareholders, i.e. those who are not members of the Levitt family, Taro has not consulted with its minority shareholders in the selection process. Instead, it has chosen two former insiders of Taro. Taro has not shown any reason to believe that these nominees will not be beholden to the Levitt family. We urge you to vote against these nominees.
3. **Items 3 and 4 of the agenda** - Taro has asked you to vote to grant special benefits for certain of its current and former directors. These same directors, who have failed to publish audited financial statements for any year since 2006, are now asking you to exempt them from any legal responsibility for their performance as directors. Moreover, Taro is also asking you to approve a widely expanded indemnification agreement for these directors. This proposed indemnification agreement contains 28 additional exclusions when compared to the previous indemnification agreement purportedly entered into with these directors. If these resolutions were to be approved and then upheld by an Israeli court, the result would be that upon these directors being held liable by a court for their failures as directors, including their failure to publish financial statements which has already led to the Company's shares being delisted from trading, your company will be required to pay their damages for them and reimburse them for their legal expenses. Taro's directors are seeking to use your money to protect their failures.

This sudden desire by the Taro directors to seek legal protection from your company can only be understood in the context of the continuing proxy battle being waged by these directors, at your expense, to maintain the control of the Levitt family over Taro. At the time that Alkaloida invested close to \$60 million in Taro, saving it from near-certain bankruptcy, it also entered into an agreement with the Levitt family allowing Sun to buy their shares in Taro. The Levitt family has refused to comply with this agreement, and continues to prevent the sale of its shares in Taro to Alkaloida in violation of its contractual obligations. The remaining directors of Taro, all of whom were selected for their positions by the Levitt family and continue to hold office on account of the disproportionate voting rights held

exclusively by the Levitt family, have waged an expensive legal campaign, with your company's resources and in the face of strong criticism from the Israeli courts, to keep the Levitt family in control of Taro. We have no doubt that this vastly expanded indemnification is simply a payback from the Levitt family to these directors for their efforts on behalf of the Levitts. We believe that the earlier attempts by Taro to indemnify its directors were defective and that this resolution will also not be upheld by the Israeli courts, not least because it has been effectively designed to serve the interests of Taro's controlling shareholders at the expense of the public shareholders. We urge you to vote against this resolution to spare the company the additional expenditure of defending it in court.
