

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

**SCHEDULE TO  
(Amendment No. 4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**AMGEN INC.**

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

**Common Shares, par value \$0.0001 per share**

(Title of Class of Securities)

**031162100**

(CUSIP Number of Common Stock)

**David J. Scott, Esq.**

**Senior Vice President, General Counsel and Secretary**

**One Amgen Center Drive**

**Thousand Oaks, California 91320-1799**

**(805) 447-1000**

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

*With a copy to:*

**Charles K. Ruck, Esq.**

**Gregory P. Rodgers, Esq.**

**Latham & Watkins LLP**

**885 Third Avenue**

**New York, New York 10022**

**(212) 906-1200**

**CALCULATION OF FILING FEE**

Transaction Valuation\*

\$5,000,000,000.00

Amount Of Filing Fee\*\*

\$573,000.00

\* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase for not more than \$5 billion in aggregate of up to 92,592,593 shares of common stock, \$0.0001 par value, at the minimum tender offer price of \$54.00 per share.

\*\* Previously paid. The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 3 for fiscal year 2012, equals \$114.60 per million dollars of the value of the transaction.

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:

N/A

Form or Registration No.:

N/A

Filing Party:

N/A

Date Filed:

N/A

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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

## SCHEDULE TO

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission (the "SEC") by Amgen Inc., a Delaware corporation ("Amgen" or the "Company"), on November 8, 2011, in connection with the Company's offer to purchase up to \$5 billion in value of shares of its common stock, \$0.0001 par value per share (the "Shares"), at a price not greater than \$60.00 nor less than \$54.00 per Share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended are reported in this Amendment No. 4. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 4 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 4 together with the Schedule TO, the Offer to Purchase dated November 8, 2011 and the related Letter of Transmittal.

### ITEM 11. ADDITIONAL INFORMATION

"Item 11. Additional Information" to the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof:

On December 8, 2011, Amgen issued a press release announcing the preliminary results of the offer, which expired at 12:00 midnight, New York City time, on Wednesday, December 7, 2011. A copy of such press release is filed as Exhibit (a)(5)(iv) to this Schedule TO and is incorporated herein by reference.

### ITEM 12. EXHIBITS.

"Item 12. Exhibits" to the Schedule TO is hereby amended and restated as follows:

- (a)(1)(i)\* Offer to Purchase, dated November 8, 2011.
- (a)(1)(ii)\* Form of Letter of Transmittal (including IRS Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).
- (a)(1)(iii)\* Notice of Guaranteed Delivery.
- (a)(1)(iv)\* Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(1)(v)\* Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(1)(vi)\* Internal Communications Materials, dated November 8, 2011
- (a)(1)(vii)\* Letter of Transmittal for Tender of Shares of Common Stock of Amgen Inc. for Participants in the Amended and Restated Employee Stock Purchase Plan
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i)\* Press Release, dated November 7, 2011.
- (a)(5)(ii)\* Summary Advertisement, dated November 8, 2011.
- (a)(5)(iii)\* Press Release, dated November 22, 2011.
- (a)(5)(iv)\*\* Press Release, dated December 8, 2011.
- (b)(1) Indenture, dated as of August 4, 2003, between the Company and JPMorgan Chase Bank, N.A., as trustee. (Filed as an exhibit to Form S-3 Registration Statement dated August 4, 2003 and incorporated herein by reference.)
- (b)(2) Officers' Certificate of Amgen Inc., dated as of November 10, 2011, including forms of the Company's 1.875% Senior Notes due 2014, 2.50% Senior Notes due 2016, 3.875% Senior Notes due 2021 and 5.15% Senior Notes due 2041. (Filed as an exhibit to Form 8-K on November 10, 2011 and incorporated herein by reference.)
- (d)(1) Amgen Inc. 2009 Equity Incentive Plan. (Filed as Appendix A to Amgen Inc.'s Proxy Statement on March 26, 2009 and incorporated herein by reference.)
- (d)(2) Form of Stock Option Agreement for the Amgen Inc. 2009 Equity Incentive Plan. (As Amended on March 2, 2011.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2011 on May 10, 2011 and incorporated herein by reference.)

- (d)(3) Form of Restricted Stock Unit Agreement for the Amgen Inc. 2009 Equity Incentive Plan. (As Amended on March 2, 2011.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2011 on May 10, 2011 and incorporated herein by reference.)
- (d)(4) Amgen Inc. 2009 Performance Award Program. (As Amended and Restated on December 4, 2009.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2009 on March 1, 2010 and incorporated herein by reference.)
- (d)(5) Form of Performance Unit Agreement for the Amgen Inc. 2009 Performance Award Program. (As Amended on March 2, 2011.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2011 on May 10, 2011 and incorporated herein by reference.)
- (d)(6) Amgen Inc. 2009 Director Equity Incentive Program. (Filed as an exhibit to Form 8-K on May 8, 2009 and incorporated herein by reference.)
- (d)(7) Form of Grant of Non-Qualified Stock Option Agreement and Restricted Stock Unit Agreement for the Amgen Inc. 2009 Director Equity Incentive Program. (Filed as an exhibit to Form 8-K on May 8, 2009 and incorporated herein by reference.)
- (d)(8) Agreement between Amgen Inc. and Mr. Jonathan M. Peacock, dated July 5, 2010. (Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2010 on November 8, 2010 and incorporated herein by reference.)
- (g) None.
- (h) None.

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\* Previously filed on Schedule TO

\*\* Filed herewith

## SIGNATURES

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

AMGEN INC.

Dated: December 8, 2011

By:           /s/ Jonathan M. Peacock            
Name: Jonathan M. Peacock  
Title: Executive Vice President and Chief Financial Officer



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## News Release

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# AMGEN ANNOUNCES PRELIMINARY RESULTS OF ITS TENDER OFFER

THOUSAND OAKS, Calif. (Dec. 8, 2011) – Amgen (NASDAQ:AMGN) today announced the preliminary results of its modified Dutch auction tender offer, which expired at 12:00 midnight, New York City time, on Wednesday, Dec. 7, 2011.

Based on the preliminary count by American Stock Transfer & Trust Company, LLC, the depository for the tender offer, a total of 98,062,630 shares of Amgen's common stock were properly tendered and not properly withdrawn at or below the purchase price of \$60.00 per share, including 30,827,827 shares that were tendered through notice of guaranteed delivery. Amgen has been informed by the depository that the preliminary proration factor for the tender offer is approximately 85 percent.

In accordance with the terms and conditions of the tender offer, and based on the preliminary count by the depository, Amgen expects to acquire approximately 83.3 million shares of its common stock at a price of \$60.00 per share, for an aggregate cost of approximately \$5 billion, excluding fees and expenses relating to the tender offer. These shares represent approximately 9.5 percent of the shares outstanding.

The number of shares to be purchased and the purchase price are preliminary and subject to change. The preliminary information contained in this press release is subject to confirmation by the depository and is based on the assumption that all shares tendered through notice of guaranteed delivery will be delivered within the three trading day settlement period. The final number of shares to be purchased and the final purchase price will be announced following the expiration of the guaranteed delivery period and completion by the depository of the confirmation process. Payment for the shares accepted for purchase under the tender offer, and return of all other shares tendered and not purchased, will occur promptly thereafter.

BofA Merrill Lynch and Credit Suisse acted as dealer managers for the tender offer. Stockholders who have questions or would like additional information about the tender offer may contact the information agent for the tender offer, Georgeson Inc. toll-free at (877)278-9672.

### Forward-Looking Statements

This news release contains forward-looking statements that involve significant risks and uncertainties, including those discussed below and others that can be found in our Form 10-K for the year ended Dec. 31, 2010, and in our periodic reports on Form 10-Q and Form 8-K. Amgen is providing this information as of the date of this news release and does not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

No forward-looking statement can be guaranteed and actual results may differ materially from those we project. The Company's results may be affected by our ability to successfully market both new and existing products domestically and internationally, clinical and regulatory developments (domestic or foreign) involving current and future products, sales growth of recently launched products, competition from other products (domestic or foreign) and difficulties or delays in manufacturing our products. In addition, sales of our products are affected by reimbursement policies imposed by third-party payers, including governments, private insurance plans and managed care providers and may be affected by regulatory, clinical and guideline developments and domestic and international trends toward managed care and health care cost containment as well as U.S. legislation affecting pharmaceutical pricing and reimbursement. Government and others' regulations and reimbursement policies may affect the development, usage and pricing of our products. Furthermore, our research, testing, pricing, marketing and other operations are subject to extensive regulation by domestic and foreign government regulatory authorities. We, or others, could identify safety, side effects or manufacturing problems with our products after they are on the market. Our business may be impacted by government investigations, litigation and product liability claims. Further, while we routinely obtain patents for our products and technology, the protection offered by our patents and patent applications may be challenged, invalidated or circumvented by our competitors. We depend on third parties for a significant portion of our manufacturing capacity for the supply of certain of our current and future products and limits on supply may constrain sales of certain of our current products and product candidate development. In addition, we compete with other companies with respect to some of our marketed products as well as for the discovery and development of new products. Discovery or identification of new product candidates cannot be guaranteed and movement from concept to product is uncertain; consequently, there can be no guarantee that any particular product candidate will be successful and become a commercial product. Further, some raw materials, medical devices and component parts for our products are supplied by sole third-party suppliers. Our business performance could affect or limit the ability of our Board of Directors to declare a dividend or our ability to pay a dividend or repurchase our common stock.

#### **About Amgen**

Amgen discovers, develops, manufactures and delivers innovative human therapeutics. A biotechnology pioneer since 1980, Amgen was one of the first companies to realize the new science's promise by bringing safe and effective medicines from lab, to manufacturing plant, to patient. Amgen therapeutics have changed the practice of medicine, helping millions of people around the world in the fight against cancer, kidney disease, rheumatoid arthritis, bone disease and other serious illnesses. With a deep and broad pipeline of potential new medicines, Amgen remains committed to advancing science to dramatically improve people's lives.

CONTACT: Amgen, Thousand Oaks  
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