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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**AMGEN INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**95-3540776**  
(IRS Employer  
Identification Number)

**One Amgen Center Drive**  
**Thousand Oaks, California 91320-1799**  
**(805) 447-1000**  
(Address of Principal Executive Offices including Zip Code)

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**Amgen Nonqualified Deferred Compensation Plan**  
(Full Title of the Plan)

**Jonathan P. Graham, Esq.**  
**Senior Vice President, General Counsel and Secretary**  
**One Amgen Center Drive**  
**Thousand Oaks, California 91320-1799**  
**(805) 447-1000**

*Copy to:*  
**Charles K. Ruck, Esq.**  
**Regina Schlatter, Esq.**  
**Latham & Watkins LLP**  
**650 Town Center Drive, Twentieth Floor**  
**Costa Mesa, California 92626-1925**  
**(714) 540-1235**

(Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" or a "smaller reporting company" in Rule 12-b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company.)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(2)</b>
Deferred Compensation Obligations (1)	\$200,000,000	N/A	\$200,000,000	\$23,180

- (1) The deferred compensation obligations to which this Registration Statement relates (the “Deferred Compensation Obligations”) arise under the Amgen Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013, as subsequently amended (the “Plan”) and are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the “Securities Act”), the amount of deferred compensation obligations registered is based on an estimate of the amount of compensation that may be deferred under the Plan.

## INTRODUCTION

### REGISTRATION OF ADDITIONAL SECURITIES

This registration statement on Form S-8 (the "Registration Statement") is filed by Amgen Inc. (referred to herein as "our," "we," "us" or the "Registrant") relating to \$200,000,000 deferred compensation obligations which are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Plan. Pursuant to General Instructions E to Form S-8, the contents of the Registrant's Form S-8 Registration Statement previously filed with the Securities and Exchange Commission (the "Commission") on November 9, 2011 (File No. 333-177868), registering \$200,000,000 deferred compensation obligations under the Plan, are herein incorporated by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

We are not filing with or including in this Form S-8 the information called for in Part I of Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8.**        Exhibits

See Index to Exhibits on page 5.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks, State of California, on the 15<sup>th</sup> day of March, 2017.

AMGEN INC.

By:

/s/ Robert A. Bradway

Robert A. Bradway

Chairman of the Board, Chief Executive Officer and  
President

## POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Bradway, David W. Meline and Jonathan P. Graham, or any of them, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert A. Bradway</u> <b>Robert A. Bradway</b>	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	March 15, 2017
<u>/s/ David W. Meline</u> <b>David W. Meline</b>	Chief Financial Officer (Principal Financial Officer)	March 15, 2017
<u>/s/ Annette L. Such</u> <b>Annette L. Such</b>	Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 15, 2017
<u>/s/ David Baltimore</u> <b>David Baltimore</b>	Director	March 15, 2017
<u>/s/ Frank J. Biondi, Jr.</u> <b>Frank J. Biondi, Jr.</b>	Director	March 15, 2017
<u>/s/ François de Carbonnel</u> <b>François de Carbonnel</b>	Director	March 15, 2017

<u>/s/ Robert A. Eckert</u> <b>Robert A. Eckert</b>	Director	March 15, 2017
<u>/s/ Greg C. Garland</u> <b>Greg C. Garland</b>	Director	March 15, 2017
<u>/s/ Fred Hassan</u> <b>Fred Hassan</b>	Director	March 15, 2017
<u>/s/ Rebecca M. Henderson</u> <b>Rebecca M. Henderson</b>	Director	March 15, 2017
<u>/s/ Frank C. Herringer</u> <b>Frank C. Herringer</b>	Director	March 15, 2017
<u>/s/ Tyler Jacks</u> <b>Tyler Jacks</b>	Director	March 15, 2017
<u>/s/ Ellen J. Kullman</u> <b>Ellen J. Kullman</b>	Director	March 15, 2017
<u>/s/ Judith C. Pelham</u> <b>Judith C. Pelham</b>	Director	March 15, 2017
<u>/s/ Ronald D. Sugar</u> <b>Ronald D. Sugar</b>	Director	March 15, 2017
<u>/s/ R. Sanders Williams</u> <b>R. Sanders Williams</b>	Director	March 15, 2017

**INDEX TO EXHIBITS**

<b><u>NUMBER</u></b>	<b><u>DESCRIPTION</u></b>
5.1*	Opinion of Latham & Watkins LLP
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page to Registration Statement).
99.1	Amgen Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013. (Filed as an exhibit to Form 10-K for the year ended December 31, 2013, on February 24, 2014 and incorporated herein by reference.)
99.2	First Amendment to the Amgen Non Nonqualified Deferred Compensation Plan, effective October 14, 2016. (Filed as an exhibit 10.17 to Form 10-Q for the quarter ended September 30, 2016, on October 28, 2016 and incorporated herein by reference.)

\* Filed herewith.

650 Town Center Drive, 20th Floor  
 Costa Mesa, California 92626-1925  
 Tel: +1.714.540.1235 Fax: +1.714.755.8290  
 www.lw.com

LATHAM & WATKINS LLP

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Milan	

March 15, 2017

Amgen Inc.  
 One Amgen Center Drive  
 Thousand Oaks, California 91320

Ladies and Gentlemen:

We have acted as special counsel to Amgen Inc., a Delaware corporation (the “*Company*”), in connection with the registration on Form S-8 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Act*”) of an additional \$200,000,000 deferred compensation obligations (the “*Obligations*”) issuable pursuant to the Company’s Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013, as subsequently amended effective October 14, 2016 (the “*Plan*”). The Obligations will be issued from time to time pursuant to one or more agreements (the “*Plan Agreements*”), to be entered into by and between participants in the Plan (the “*Participants*”) and the Company (or certain of its subsidiaries and/or affiliates) in accordance with the terms of the Plan. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein as to the Obligations.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without independently verifying such factual matters. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies.

We are opining herein only as to the Delaware General Corporation Law and the internal laws of the State of California, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of the State of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state. Our opinion is based upon our consideration of only those statutes, regulations and reported decisional law, which in our experience are normally applicable to deferred compensation plans.

LATHAM & WATKINS<sup>LLP</sup>

Subject to the foregoing and the other matters stated herein and in reliance on them, it is our opinion that the Obligations, when incurred in the manner contemplated by the Registration Statement and the Plan and subject to the Company completing all actions and proceedings required on its part to be taken under the terms of the Plan, will be legally valid and binding obligations of the Company enforceable against the Company in accordance with the terms of the Plan.

Our opinion is subject to: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors; (ii) the effect of general principles of equity whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith and fair dealing and the discretion of the court before which a proceeding is brought; and (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy. We express no opinion as to (a) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies, or judicial relief, (b) any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy, (c) provisions authorizing or validating conclusive or discretionary determinations, and (d) the severability, if invalid, of provisions to the foregoing effect.

With your consent, we have assumed (a) that each of the Plan Agreements and the election forms to be delivered by the Participants pursuant to Section 2.2 of the Plan (the "**Election Forms**") will be in the form examined by us, (b) that each of the Plan, the Plan Agreements and the Election Forms constitutes or will constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (c) that the status of each of the Plan, the Plan Agreements and the Election Forms as legally valid and binding obligations of the parties will not be affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

In addition, we express no opinion with respect to any obligations or liabilities of any other person or entity under the Plan. We further express no opinion with respect to the liabilities or obligations of the Company, or any other person or entity, under any trust agreement entered into or that may be entered into in connection with the Plan.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.



LATHAM & WATKINS<sup>LLP</sup>

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amgen Nonqualified Deferred Compensation Plan of our reports dated February 14, 2017, with respect to the consolidated financial statements and schedule of Amgen Inc., and the effectiveness of internal control over financial reporting of Amgen Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California

March 15, 2017