
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

AMGEN INC.

(Exact Name of Registrant as Specified in Its Charter)

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)

RETIREMENT AND SAVINGS PLAN FOR AMGEN MANUFACTURING, LIMITED
(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)

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee(2)
Common Stock, par value \$0.0001 per share	250,000	\$178.10	\$44,525,000	\$5,160.45

- (1) 250,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Amgen Inc., a Delaware corporation, are being registered hereunder. Such number represents shares that may be purchased in the open market pursuant to the Retirement and Savings Plan for Amgen Manufacturing, Limited (as the successor plan to the Retirement and Savings Plan for Amgen Manufacturing, Inc.) (the "Plan"). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan. In addition, pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall automatically cover any additional shares of Common Stock that become purchasable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act. The price per share and aggregate offering price for the shares of Common Stock are calculated on the basis of the average of the high and low trading prices of the Common Stock, as reported on the NASDAQ Global Select Market on March 9, 2017.

Proposed issuances to commence as soon after the effective date of this Registration Statement as practicable.

INTRODUCTION

REGISTRATION OF ADDITIONAL SECURITIES

Amgen Inc. (referred to herein as “our,” “we,” “us”, the “Company” or the “Registrant”) has previously registered 160,000 shares of Common Stock, after giving effect to stock splits, that may be purchased under the Plan by a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on May 4, 1992 (File No. 33-47605), as amended and an additional 750,000 shares of Common Stock, after giving effect to stock splits, that may be purchased under the Plan by a Registration Statement on Form S-8 filed with the Commission on July 13, 2007 (File No. 333-144580) (collectively the “Prior Registration Statements”). Under this Registration Statement, the Company is registering an additional 250,000 shares of Common Stock that may be acquired under the Plan. Pursuant to General Instructions E to Form S-8, the content of the Prior Registration Statements is incorporated by reference herein 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 6.

The Company received a determination letter from the Puerto Rico Treasury Department (“PRTD”), dated June 20, 2016, with an effective date of January 1, 2012, stating that the Plan meets the applicable requirements of the Puerto Rico Internal Revenue Code of 2011, as amended. The Company hereby undertakes that it has submitted the Plan and any amendments thereto to the PRTD and has made or will make all changes required by the PRTD in order to continue to maintain qualification of the Plan.

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

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the Plan) 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 this 15th day of March, 2017.

RETIREMENT AND SAVINGS PLAN FOR
AMGEN MANUFACTURING, LIMITED

By: AMGEN MANUFACTURING, LIMITED

Plan Administrator

By:

/s/ Robert A. Bradway

Robert A. Bradway

Chairman of the Board, Chief Executive Officer and
President

INDEX TO EXHIBITS

NUMBER	DESCRIPTION
4.1	Restated Certificate of Incorporation of Amgen Inc. (As Restated March 6, 2013.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2013 on May 3, 2013 and incorporated herein by reference.)
4.2	Amended and Restated Bylaws of Amgen Inc. (As Amended and Restated February 15, 2016). (Filed as an exhibit to Form 8-K on February 17, 2016 and incorporated herein by reference.)
4.3	Form of stock certificate for the common stock, par value \$0.0001 of Amgen Inc. (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 1997 on May 13, 1997 and incorporated herein by reference.)
5.1*	Determination letter from the Puerto Rico Treasury Department (“PRTD”), dated June 20, 2016, with an effective date of January 1, 2012.
23.1*	Consent of Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on signature page to Registration Statement).

* Filed herewith.

Commonwealth of Puerto Rico
Treasury Department
Tax Policy Area

June 20, 2016

José E. Villamarzo–Santiago, Esq.
Goldman Antonetti & Córdova, LLC.
PO Box 70364
San Juan, PR 00936-8364

Employer Name : **Amgen Manufacturing, Limited**
Plan Name : **Retirement and Savings Plan for Amgen
Manufacturing, Limited**
Effective Date : **January 1, 2012**
Control No. : **531574**

Dear Mr. Villamarzo:

It is the opinion of the Puerto Rico Department of the Treasury (Department), based upon the evidence submitted, that the above plan meets the requirements of Section 1081.01 of the Puerto Rico Internal Revenue Code of 2011, as amended (Code), and the Regulations thereunder, and that the trust established thereunder will be entitled to exemption from local income taxes.

According to Article 1165-1(b)(3) of the Regulation No. 5678 of September 3, 1997 (Regulation 5678) issued under the Puerto Rico Internal Revenue Code of 1994, as amended (1994 Code), “The effects of any plan in operation is more important than the form of the plan”.

The trust, being exempt under Section 1081.01 of the Code, is subject to the provisions of Section 1102.01, relating to tax on unrelated business income, as defined in Section 1102.02 of the Code. The trust is also required to file an annual return, stating specifically the items of gross income, receipts and disbursements connected thereto, and any other pertinent information pursuant to Section 1061.10 of the Code.

The contributions made by the employer, pursuant to the terms of the plan, will be subject to the conditions and limitations of Section 1033.09 of the Code. The deductibility of such contributions will be verified upon examination of the employer’s return.

The information required by Article 1023(n)-2 of Regulation 5678 must be submitted annually with the employer and trust's return. However, if in a particular taxable year said information has been filed by the employer and he so notifies the trustee; the trustee, in lieu of the information required under Article 1023(n)-2 of the Regulation 5678, may file with the Secretary of the Treasury the following information: (1) the names and addresses of the parties in the trust agreement and the date thereof; (2) the taxable year involved; (3) a copy of the notification from the employer with respect to the filing of such information; and (4) a request for exemption of the trust under Section 1081.01 of the Code.

Any amendment to the plan must be notified immediately to this Department in order to determine its tax effect. Moreover, this Department must be notified immediately in the event of suspension or discontinuance of contributions by the employer, or termination of the plan.

Section 1081.01 of the Code requires the withholding of income tax at source in total distributions and partial distributions made by a qualified trust in the amount which exceeds the amount contributed by the participant, which have been taxed to him.

No opinion is expressed as to the tax treatment of the transaction under any other provisions of the Code and the Regulations thereunder that may also be applicable thereto, with respect to the tax treatment of any condition existing or arising from transactions that are not specifically covered by this opinion issued herein. The opinion expressed herein shall be valid only upon the continued existence of the facts as submitted for our consideration.

Cordially,

/s/ Carmen Colon Calderín

Carmen Colon Calderín, Chief
Pension Plan Section of
Tax Policy Area

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Retirement and Savings Plan for Amgen Manufacturing, Limited (as the successor plan to the Retirement and Savings Plan for Amgen Manufacturing, Inc.) 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