
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

**June 10, 2016
Date of Report (Date of earliest event reported)**

AMGEN INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-37702
(Commission
File Number)

95-3540776
(I.R.S. Employer of
Identification Number)

Amgen Inc.
One Amgen Center Drive
Thousand Oaks, CA
(Address of Principal Executive Offices)

91320-1799
(Zip Code)

805-447-1000
(Registrant's Telephone Number, Including Area Code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 8.01. Other Events.

On June 10, 2016, Amgen Inc. (the “Company”) issued a press release announcing the expiration and final results of its previously announced private offers to exchange certain outstanding debt securities of the Company for new debt securities of the Company. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Document Description
99.1	Press Release dated June 10, 2016.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMGEN INC.

Date: June 10, 2016

By: /s/ Mary A. Lehmann

Name: Mary A. Lehmann

Title: Vice President, Finance and Treasurer

EXHIBIT INDEX

Exhibit No.	Document Description
99.1	Press Release dated June 10, 2016.



One Amgen Center Drive
Thousand Oaks, CA 91320-1799
Telephone 805-447-1000
www.Amgen.com

News Release

**AMGEN ANNOUNCES EXPIRATION AND FINAL RESULTS
OF SENIOR NOTES EXCHANGE OFFERS**

THOUSAND OAKS, Calif. (June 10, 2016) – Amgen (NASDAQ:AMGN) announced today the expiration and final results of its previously announced seven separate private offers to exchange (each, an “Exchange Offer” and, collectively, the “Exchange Offers”) certain specified series of its outstanding senior notes (collectively, the “Old Notes”) for new 4.563% Senior Notes due 2048 (the “New 2048 Notes”) and new 4.663% Senior Notes due 2051 (the “New 2051 Notes” and, together with the New 2048 Notes, the “New Notes”), as applicable.

The Exchange Offers consist of the following:

- (a) (i) an offer to exchange any and all 6.375% Senior Notes due 2037;
- (ii) an offer to exchange any and all 6.90% Senior Notes due 2038; and
- (iii) an offer to exchange any and all 6.40% Senior Notes due 2039;

in each case, for New 2048 Notes (collectively, the “2048 Exchange Offers”); and

- (b) (i) an offer to exchange the 5.75% Senior Notes due 2040;
- (ii) an offer to exchange the 5.65% Senior Notes due 2042;
- (iii) an offer to exchange the 5.375% Senior Notes due 2043; and
- (iv) an offer to exchange the 5.15% Senior Notes due 2041;

in each case, for New 2051 Notes (collectively, the “2051 Exchange Offers”), provided that the aggregate principal amount of New 2051 Notes to be issued in the 2051 Exchange Offers shall not exceed \$7,100,000,000 less the aggregate principal amount of New 2048 Notes to be issued pursuant to the 2048 Exchange Offers (such amount, the “Maximum 2051 Notes Exchange Cap”).

The Exchange Offers were conducted by Amgen upon the terms and subject to the conditions set forth in a confidential offering circular, dated May 12, 2016 (the “Confidential Offering Circular”) and the related letter of transmittal. The Exchange Offers were only intended for, and copies of the offering documents were only made available to, holders of outstanding Old Notes that have certified their status as (1) a “Qualified Institutional Buyer” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or (2) (A) a person other than a “U.S. person” (as defined in Rule 902 of Regulation S under the Securities Act), outside the United States not purchasing for the account or benefit of a U.S. person, (B) acquiring the

**AMGEN ANNOUNCES EXPIRATION AND FINAL RESULTS OF SENIOR NOTES
EXCHANGE OFFERS
PAGE 2**

New Notes in an offshore transaction in accordance with Regulation S under the Securities Act and (C) otherwise a qualified non-U.S. offeree (as described in the Confidential Offering Circular) (each such holder, an “Exchange Eligible Holder” and, collectively, the “Exchange Eligible Holders”). Only Exchange Eligible Holders who completed and returned a letter of eligibility confirming that they were Exchange Eligible Holders were authorized to receive the Confidential Offering Circular and related letter of transmittal and to participate in the Exchange Offers.

Based on information provided by D.F. King, the exchange agent and information agent for the Exchange Offers, the tables below provide the aggregate principal amount of each series of Old Notes validly tendered and not validly withdrawn at or prior to 12:00 Midnight (end of day), New York City Time, on June 9, 2016 (such date and time, the “Expiration Date”) and the aggregate principal amount of each series of Old Notes that Amgen expects to accept pursuant to the Exchange Offers.

Old Notes included in the 2048 Exchange Offers:

<u>CUSIP/ISIN Number</u>	<u>Old Notes</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Tendered by the Expiration Date</u>	<u>Principal Amount Expected to be Accepted Pursuant to the Exchange Offers</u>
031162AW0/ US031162AW01	6.375% Senior Notes due 2037	\$ 900,000,000	\$ 347,590,000	\$ 347,590,000
031162AY6/ US031162AY66	6.90% Senior Notes due 2038	\$ 500,000,000	\$ 209,384,000	\$ 209,384,000
031162BA7/ US031162BA71	6.40% Senior Notes due 2039	\$1,000,000,000	\$ 533,680,000	\$ 533,680,000

Old Notes included in the 2051 Exchange Offers:

<u>CUSIP/ISIN Number</u>	<u>Old Notes</u>	<u>Acceptance Priority Level</u>	<u>Principal Amount Outstanding</u>	<u>Principal Amount Tendered by the Expiration Date</u>	<u>Principal Amount Expected to be Accepted Pursuant to the Exchange Offers</u>
031162BC3/ US031162BC38	5.75% Senior Notes due 2040	1	\$ 700,000,000	\$ 287,880,000	\$ 287,880,000
031162BH2/ US031162BH25	5.65% Senior Notes due 2042	2	\$1,250,000,000	\$ 762,980,000	\$ 762,980,000
031162BP4/ US031162BP41	5.375% Senior Notes due 2043	3	\$1,000,000,000	\$ 738,923,000	\$ 738,923,000
031162BK5/ US031162BK53	5.15% Senior Notes due 2041	4	\$2,250,000,000	\$1,275,955,000	\$ 1,275,955,000

Based on the aggregate principal amount of Old Notes validly tendered (and not validly withdrawn) in the Exchange Offers and in accordance with the terms of the Exchange Offers, Amgen expects to accept all Old Notes tendered in the Exchange Offers.

The Settlement Date for the Exchange Offers is expected to be June 14, 2016. Amgen expects that it will issue \$1,415,455,000 aggregate principal amount of New Notes due 2048 and \$3,541,438,000 aggregate principal amount of New Notes due 2051, in satisfaction of the exchange offer consideration on such tendered Old Notes (not including accrued and unpaid interest on the Old Notes, which will be payable by Amgen in cash in addition to the applicable exchange offer consideration). Amgen will not receive any cash proceeds from the Exchange Offers.

Amgen today announced that certain conditions, including certain customary conditions, including the absence of certain adverse legal and market developments, have been satisfied. In addition, Amgen announced that the aggregate principal amount of Old Notes validly

**AMGEN ANNOUNCES EXPIRATION AND FINAL RESULTS OF SENIOR NOTES
EXCHANGE OFFERS
PAGE 3**

tendered and not validly withdrawn at or prior to the Expiration Date pursuant to the 2051 Exchange Offers did not exceed the Maximum 2051 Notes Exchange Cap. Consequently, all Old Notes validly tendered and not validly withdrawn at or prior to the Expiration Date pursuant to the 2051 Exchange Offers will be accepted for exchange. No Exchange Offer is conditioned upon the consummation of any other Exchange Offer and, subject to applicable law, each Exchange Offer may be extended, terminated or otherwise amended individually.

If and when issued, the New Notes will not be registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws. Amgen will enter into a registration rights agreement with respect to the New Notes providing for certain registration rights with respect to the New Notes as described in the Confidential Offering Circular.

The lead dealer managers for the Exchange Offers were Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Mizuho Securities USA Inc. The co-dealer managers for the Exchange Offers were Williams Capital Group, L.P. and Drexel Hamilton, LLC.

This press release is not an offer to sell or a solicitation of an offer to buy any security. The Exchange Offers were made solely by the Confidential Offering Circular and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

In particular, this communication is only addressed to and directed at: (A) in any Member State of the European Economic Area that has implemented the Prospectus Directive, qualified investors in that Member State within the meaning of the Prospectus Directive and (B) (i) persons that are outside the United Kingdom or (ii) persons in the United Kingdom who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or fall within Article 43 of the Order, or any other person to whom it may otherwise lawfully be communicated under the Order (all such persons together being referred to as "relevant persons"). The New Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such New Notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

About Amgen

Amgen is committed to unlocking the potential of biology for patients suffering from serious illnesses by discovering, developing, manufacturing and delivering innovative human therapeutics. This approach begins by using tools like advanced human genetics to unravel the complexities of disease and understand the fundamentals of human biology.

Amgen focuses on areas of high unmet medical need and leverages its expertise to strive for solutions that improve health outcomes and dramatically improve people's lives. A biotechnology pioneer since 1980, Amgen has grown to be one of the world's leading independent biotechnology companies, has reached millions of patients around the world and is developing a pipeline of medicines with breakaway potential.

Forward-Looking Statements

This news release contains forward-looking statements that are based on the current expectations and beliefs of Amgen. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including statements regarding the timing and completion of the Exchange Offers, estimates of revenues, operating margins, capital expenditures, cash, other financial metrics, expected legal, arbitration, political, regulatory or clinical results or practices, customer and prescriber patterns or practices, reimbursement activities and outcomes and other such estimates and results. Forward-looking statements involve significant risks and uncertainties, including those discussed below and more fully described in the SEC reports filed by Amgen, including our most recent annual report on Form 10-K and any subsequent periodic reports on Form 10-Q and Form 8-K. Unless otherwise noted, 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. Our results may be affected by our ability to successfully market both new and existing products domestically and internationally, clinical and regulatory developments involving current and future products, sales growth of recently launched products, competition from other products including biosimilars, difficulties or delays in manufacturing our products and global economic conditions. In addition, sales of our products are affected by pricing pressure, political and public scrutiny and 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 healthcare cost containment. 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. In addition, our business may be impacted by the adoption of new tax legislation or exposure to additional tax liabilities. If we fail to meet the compliance obligations in the corporate integrity agreement between us and the U.S. government, we could become subject to significant sanctions. 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, or we may fail to prevail in present and future intellectual property litigation. We perform a substantial amount of our commercial manufacturing activities at a few key facilities and also depend on third parties for a portion of our manufacturing activities, 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 many 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. The discovery of significant problems with a product similar to one of our products that implicate an entire class of products could have a material adverse effect on sales of the affected products and on our business and results of operations. Our efforts to acquire other companies or products and to integrate the operations of companies we have acquired may not be successful. We may not be able to access the capital and credit markets on terms that are favorable to us, or at all. We are increasingly dependent on information technology systems, infrastructure and data security. Our stock price is volatile and may be affected by a number of

**AMGEN ANNOUNCES EXPIRATION AND FINAL RESULTS OF SENIOR NOTES
EXCHANGE OFFERS
PAGE 5**

events. 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.

###

CONTACT: Amgen, Thousand Oaks
Kristen Davis, 805-447-3008 (media)
Arvind Sood, 805-447-1060 (investors)