
**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**

**Date of Report (Date of earliest event reported):
February 5, 2018**

AMGEN INC.

(Exact name of registrant as specified in its charter)

001-37702
(Commission File Number)

Delaware
(State or other jurisdiction
of incorporation)

95-3540776
(I.R.S. Employer
Identification No.)

One Amgen Center Drive
Thousand Oaks, CA
(Address of principal executive offices)

91320-1799
(ZIP Code)

Registrant's telephone number, including area code: (805) 447-1000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On February 5, 2018, Amgen Inc. (the “Company”) received notice from the trustee of the Amgen Retirement and Savings Plan (the “401(k) Plan”) that in connection with the Company’s tender offer, commenced February 5, 2018 (the “Offer”), in which the Company is offering to purchase up to \$10 billion in value of shares of the Company’s common stock, \$0.0001 par value per share (the “Shares”) at a price not greater than \$200 nor less than \$175 per Share, 401(k) Plan participants that elect to participate in the Offer will be restricted from selling or transferring Shares held in the Amgen Common Stock Fund within the 401(k) Plan to the extent that such Shares have been tendered in the Offer (the “Participant Restrictions”). Participants in the Retirement and Savings Plan for Amgen Manufacturing, Limited (the “AML Retirement Plan,” and together with the 401(k) Plan, the “Plans”) may also elect to participate in the Offer, and if they do so elect, will also be subject to the Participant Restrictions.

If, as a consequence of the Participant Restrictions, 50% or more of the participants in the Plans are restricted in their ability to purchase, sell or otherwise acquire or transfer an interest in Shares for a period of more than three consecutive business days, a blackout period will arise under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. During any blackout period, directors and executive officers of the Company will be prohibited from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with their employment as an officer or services as a director.

It is currently unknown whether a blackout period will arise in connection with the Offer, because we cannot determine at this time whether 50% or more of participants in the Plans will make and not revoke an election to participate in the Offer. If a blackout period does arise because this 50% threshold is met, the blackout period could begin as soon as March 5, 2018, and could extend through March 8, 2018.

On February 5, 2018, in accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR, the Company sent a blackout trading restriction notice to its directors and executive officers informing them that they may be prohibited from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with their employment as an officer or services as a director, but only if a blackout period actually arises pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR.

A copy of the blackout trading restriction notice to directors and executive officers of the Company, which includes the information required by Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Notice to Directors and Executive Officers of Amgen Inc. regarding the Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock, dated February 5, 2018.</u>

Additional Information Regarding the Tender Offer

The tender offer by Amgen Inc., a Delaware corporation (“Amgen”), to acquire up to \$10 billion in value of shares of its common stock, \$0.0001 par value per share (the “Shares”), at a price not greater than \$200 nor less than \$175 per Share, to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase dated February 5, 2018 (the “Offer to Purchase”) and in the related Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the “Offer”), is scheduled to expire at 12:00 Midnight, New York City time, at the end of Monday, March 5, 2018, unless the Offer is extended.

This communication is for informational purposes only. This communication is not a recommendation to buy or sell Shares or any other securities, and it is neither an offer to purchase nor a solicitation of an offer to sell Shares or any other securities. The terms and conditions of the Offer are set forth in the Tender Offer Statement on Schedule TO (including all exhibits thereto) dated February 5, 2018 (the "Schedule TO") and filed with the United States Securities and Exchange Commission (the "SEC") by Amgen. Stockholders should read carefully the Offer to Purchase, Letter of Transmittal and related materials because they contain important information, including the various terms of, and conditions to, the Offer. Stockholders may obtain a free copy of the Schedule TO, the Offer to Purchase, Letter of Transmittal and any other documents filed by Amgen with the SEC at the SEC's website at www.sec.gov or from Amgen's website at www.amgen.com.

EXHIBIT INDEX

Exhibit
Number

Description

99.1

[Notice to Directors and Executive Officers of Amgen Inc. regarding the Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock, dated February 5, 2018.](#)

SIGNATURES

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: February 5, 2018

By: /s/ Jonathan P. Graham

Name: Jonathan P. Graham

Title: Senior Vice President, General Counsel and Secretary

Memorandum

Date: February 5, 2018
To: Amgen Board of Directors and Executive Officers
From: Jonathan P. Graham
Subject: Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock

Notice of Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock

As you are aware, Amgen has launched a tender offer (the “Offer”) to purchase up to \$10 billion in value of shares of Amgen common stock, \$0.0001 par value per share (the “Shares”). In my previous memo to you, I explained the various trading restrictions currently applicable to you as a result of the Offer. This supplemental memo is required by law and is intended to formally notify you of the possibility of a complete blackout and explain the circumstances under which it could arise.

If 50% or more of the combined participants in the Amgen Retirement and Savings Plan and the Retirement and Savings Plan for Amgen Manufacturing, Limited make an election to participate in the Offer then, at the time that their elections become irrevocable, our executive officers and directors will by law become subject to a complete blackout on transactions in the Company’s securities. If this condition occurs, we will promptly notify you. We estimate that the complete blackout could begin as early as March 5, 2018 and could extend through March 8, 2018.

If a complete blackout occurs, during the complete blackout period you will be prohibited by law from directly or indirectly, purchasing, selling or otherwise acquiring or transferring any shares of Amgen common stock acquired in connection with your employment as an officer or service as a director of Amgen. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties. The following are examples of transactions in which you may not engage:

- Exercising stock options granted to you in connection with your service as a director or employment as an officer;
- Selling Shares that you acquired by exercising stock options; and
- Selling Shares that you originally received as a restricted stock unit or restricted stock grant.

There are certain limited transactions that are exempt from these rules, which should be discussed with the Law Department as provided below.

In light of the uncertainty of whether a complete blackout will occur and the complexity of these rules and the severity of the penalties and other remedies, you are requested to consult with XXXXXX XXXXXXXXX of the Law Department, Tel. (XXX) XXX-XXXX, One Amgen Center Drive, Thousand Oaks, CA 91320-1799 before taking any action during the Offer with respect to equity securities, or if you have any other inquiries about the status of a complete blackout.

Thank you.