

**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): April 16, 2021

Amgen Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37702
(Commission
File Number)

95-3540776
(IRS Employer
Identification No.)

**One Amgen Center Drive
Thousand Oaks
California**
(Address of principal executive offices)

91320-1799
(Zip Code)

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

Not Applicable
(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))

Securities Registered under Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$0.0001 par value	AMGN	The Nasdaq Stock Market LLC
1.250% Senior Notes Due 2022	AMGN22	The Nasdaq Stock Market LLC
2.000% Senior Notes Due 2026	AMGN26	The Nasdaq Stock Market LLC

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed in the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) by Amgen Inc. (“Amgen”) on March 4, 2021, Amgen entered into an Agreement and Plan of Merger, dated as of March 4, 2021 (the “Merger Agreement”), with Franklin Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Amgen (“Purchaser”), and Five Prime Therapeutics, Inc., a Delaware corporation (“Five Prime”). Pursuant to the Merger Agreement, on March 18, 2021, Purchaser commenced a tender offer to purchase all of the outstanding shares of common stock of Five Prime, par value \$0.001 per share (the “Shares”), at a price of \$38.00 per Share (the “Offer Price”) in cash, minus any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated March 18, 2021 (together with any amendments, supplements or modifications thereto, the “Offer to Purchase”), and in the related letter of transmittal (together with any amendments, supplements or modifications thereto, the “Letter of Transmittal” and, together with the Offer to Purchase, the “Offer”).

The Offer and related withdrawal rights expired at 12:00 midnight, New York time, on April 16, 2021 (one minute after 11:59 p.m., New York time, on April 15, 2021) (the “Offer Expiration Time”). American Stock Transfer & Trust Company, LLC, the depository for the Offer, has advised Purchaser that a total of 40,392,569 Shares (together with any Shares then owned by Purchaser and its “affiliates” (as such term is defined in Section 251(h)(6)(a) of the General Corporation Law of the State of Delaware (the “DGCL”)), but excluding Shares tendered pursuant to guaranteed delivery procedures that have not yet been “received” by the “depository” (as such terms are defined in Section 251(h)(6) of the DGCL)) had been validly tendered (and not properly withdrawn) pursuant to the Offer prior to the Offer Expiration Time, representing approximately 87.8% of the outstanding Shares as of the Offer Expiration Time. Accordingly, the Minimum Condition (as defined in the Merger Agreement) has been satisfied.

As a result of the satisfaction of the Minimum Condition and each of the other conditions to the Offer, on April 16, 2021, Purchaser accepted for payment all Shares that were validly tendered (and not properly withdrawn) pursuant to the Offer, and will promptly (and in any event within two business days) pay for all such validly tendered Shares.

Following the consummation of the Offer, the remaining conditions to the Merger (as defined below) set forth in the Merger Agreement were satisfied, and on April 16, 2021, Purchaser was merged with and into Five Prime without a vote of the stockholders of Five Prime (the “Merger”) in accordance with Section 251(h) of the DGCL, with Five Prime surviving the Merger as a wholly owned subsidiary of Amgen.

At the effective time of the Merger (the “Effective Time”), each then issued and outstanding Share not previously purchased in the Offer (other than (a) Shares that at the Effective Time were held by Five Prime (including any Shares held in treasury), Amgen, Purchaser or any other direct or indirect wholly owned subsidiary of Amgen and (b) Shares outstanding immediately prior to the Effective Time that were held by stockholders of Five Prime who were entitled to appraisal rights under the DGCL and had properly exercised and perfected, and not withdrawn or otherwise lost, such appraisal rights) was converted into the right to receive the Offer Price in cash, minus any applicable withholding taxes and without interest.

Pursuant to the Merger Agreement, at the Effective Time, each option to purchase Shares that was outstanding and unexercised immediately prior to the Effective Time (each, a “Five Prime Option”) (whether vested or unvested) that had a per Share exercise price that was less than the Offer Price was cancelled and converted into the right to receive an amount in cash equal to the product of (a) the total number of Shares subject to such Five Prime Option immediately prior to the Effective Time, multiplied by (b) the excess, if any, of (x) the Offer Price over (y) the exercise price payable per Share under such Five Prime Option immediately prior to the Effective Time. Each Five Prime Option (whether vested or unvested) that had a per Share exercise price that was equal to or more than the Offer Price at the Effective Time was cancelled without any consideration payable therefor.

In addition, immediately prior to the time Purchaser accepted for payment all Shares validly tendered (and not properly withdrawn) pursuant to the Offer (the “Offer Acceptance Time”), each Five Prime restricted Share that was outstanding immediately prior to the Offer Acceptance Time became fully vested and became entitled to receive the Offer Price in accordance with the terms of the Merger Agreement.

The aggregate consideration to be paid by Purchaser to complete the Offer and the Merger is approximately \$1.9 billion, without giving effect to related transaction fees and expenses.

Following consummation of the Merger, the Shares will be delisted and will cease to trade on the Nasdaq Global Select Market. Pursuant to the terms of the Merger Agreement, Amgen and Five Prime will take steps to cause the Shares to be deregistered under the Exchange Act as promptly as practicable following the Effective Time.

The foregoing description of the Merger Agreement, the Offer and the Merger does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Amgen with the SEC on March 4, 2021, and is incorporated by reference into this Item 2.01.

Item 7.01 Regulation FD Disclosure.

On April 16, 2021, Amgen issued a press release announcing the successful completion of its acquisition of Five Prime, including the completion of both the Offer and the Merger. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated by reference into this Item 7.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
2.1	<u>Agreement and Plan of Merger, dated as of March 4, 2021, by and among Amgen Inc., Franklin Acquisition Sub, Inc. and Five Prime Therapeutics, Inc., incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Amgen with the SEC on March 4, 2021.</u>
99.1	<u>Press Release, dated April 16, 2021.</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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: April 16, 2021

By: /s/ Jonathan P. Graham
Name: Jonathan P. Graham
Title: Executive Vice President, General Counsel and Secretary



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News Release

AMGEN SUCCESSFULLY COMPLETES ACQUISITION OF FIVE PRIME THERAPEUTICS

THOUSAND OAKS, Calif. (April 16, 2021)—Amgen (NASDAQ:AMGN) today announced that it has successfully completed its previously announced tender offer to purchase all outstanding shares of common stock of Five Prime Therapeutics (NASDAQ:FPRX), a clinical-stage biotechnology company focused on developing immuno-oncology and targeted cancer therapies, for \$38.00 per share in cash. The aggregate consideration to be paid by Amgen to complete the tender offer and the subsequent merger is approximately \$1.9 billion without giving effect to related transaction fees and expenses.

“Five Prime fits squarely within Amgen’s leading oncology portfolio and includes beemarituzumab, a Phase 3 trial-ready, first-in-class program for gastric cancer, the third leading cause of cancer mortality worldwide,” said Robert A. Bradway, chairman and chief executive officer at Amgen. “Working with the dedicated professionals joining us from Five Prime, we plan to quickly move beemarituzumab into a Phase 3 study, bringing it one step closer to helping patients suffering from gastric cancer.”

Amgen’s existing and complementary development capabilities in metastatic gastric and gastroesophageal junction cancers together with its biologics manufacturing expertise and global commercial footprint will help beemarituzumab reach patients in markets such as Japan, South Korea, and Latin America, where the prevalence of gastric cancer is high. Amgen will continue to review additional Five Prime oncology assets for the Amgen pipeline.

As of the expiration of the tender offer, approximately 40,392,569 shares were validly tendered and not properly withdrawn in the tender offer, representing approximately 87.8% of Five Prime’s outstanding shares, according to the depositary of the tender offer. The condition to the tender offer that at least one share more than 50% of Five Prime’s issued and outstanding shares be validly tendered and not properly withdrawn prior to the expiration of the tender offer has been satisfied. As a result, Amgen has accepted for payment all such validly tendered shares and will promptly (and in any event within two business days) pay for all such validly tendered shares.

Following the completion of the tender offer, Franklin Acquisition Sub, Inc., a wholly owned subsidiary of Amgen, merged with and into Five Prime, with Five Prime surviving the merger. As a result of the merger effected today, all remaining eligible Five Prime shares have been converted into the right to receive \$38.00 per share in cash, minus any applicable withholding taxes and without interest, the same price that was paid in the tender offer (eligible shares exclude those for which holders properly demanded and perfected appraisal rights under Delaware law and those held by Amgen or its wholly owned subsidiaries or Five Prime). Following completion of the merger, Five Prime shares have ceased trading on the NASDAQ Global Select Market.

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.

For more information, visit www.amgen.com and follow us on www.twitter.com/amgen.

Amgen 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 any statements on the outcome, benefits and synergies of the Five Prime Therapeutics, Inc. acquisition, as well as 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, effects of pandemics or other widespread health problems such as the ongoing COVID-19 pandemic on our business. Forward-looking statements involve significant risks and uncertainties, including those discussed below and more fully described in the Securities and Exchange Commission reports filed by Amgen, including our most recent annual report on Form 10-K and any subsequent periodic reports on Form 10-Q and current reports on 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. Discovery or identification of new product candidates or development of new indications for existing products cannot be guaranteed and movement from concept to product is uncertain; consequently, there can be no guarantee that any particular product candidate or development of a new indication for an existing product will be successful and become a commercial product. Further, preclinical results do not guarantee safe and effective performance of product candidates in humans. The complexity of the human body cannot be perfectly, or sometimes, even adequately modeled by computer or cell culture systems or animal models. The length of time that it takes for us to complete clinical trials and obtain regulatory approval for product marketing has in the past varied and we expect similar variability in the future. Even when clinical trials are successful, regulatory authorities may question the sufficiency for approval of the trial endpoints we have selected. We develop product candidates internally and through licensing collaborations, partnerships and joint ventures. Product candidates that are derived from relationships may be subject to disputes between the parties or may prove to be not as effective or as safe as we may have believed at the time of entering into such relationship. Also, we or others could identify safety, side effects or manufacturing problems with our products, including our devices, after they are on the market. There can be no guarantee that we will be able to realize any of the potential strategic benefits, synergies or opportunities as a result of the Five Prime acquisition. Nor can there be any guarantee that bemarituzumab will be submitted or approved for sale in any market, or at any particular time. Neither can there be any guarantee that such product will be successfully commercialized even if regulatory approvals are obtained. In particular, our expectations could be affected by, among other things: potential regulatory actions or delays with respect to the development of bemarituzumab; the potential that the strategic benefits, synergies or opportunities expected from the acquisition may not be realized or may take longer to realize than expected; and the successful integration of Five Prime into Amgen subsequent to the closing of the transaction and the timing of such integration.

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. 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, including in Puerto Rico, 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. An outbreak of disease or similar public health threat, such as COVID-19, and the public and governmental effort to mitigate against the spread of such disease, could have a significant adverse effect on the supply of materials for our manufacturing activities, the distribution of our products, the commercialization of our product candidates, and our clinical trial operations, and any such events may have a material adverse effect on our product development, product sales, business and results of operations. We rely on collaborations with third parties for the development of some of our product candidates and for the commercialization and sales of some of our commercial products. 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. Further, some raw materials, medical devices and component parts for our products are supplied by sole third-party suppliers. Certain of our distributors, customers and payers have substantial purchasing leverage in their dealings with us. 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 collaborate with or acquire other companies, products or technology, and to integrate the operations of companies or to support the products or technology we have acquired, may not be successful. A breakdown, cyberattack or information security breach could compromise the confidentiality, integrity and availability of our systems and our data. Our stock price is volatile and may be affected by a number of events. Global economic conditions may magnify certain risks that affect our business. 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. We may not be able to access the capital and credit markets on terms that are favorable to us, or at all.

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