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): January 24, 2011

AMGEN INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	**No. 000-12477**	**No. 95-3540776**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

One Amgen Center Drive, Thousand Oaks, California	**91320-1799**
(Address of Principal Executive Offices)	**(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 (see General Instruction A.2. below):

☐ 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 1.01. Entry into a Material Definitive Agreement.

Amgen Inc. ("Amgen") has entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 24, 2011, with BioVex Group, Inc., a Delaware corporation ("BioVex"), BioVex Limited, a private limited company organized under the laws of England and Wales and a subsidiary of BioVex ("BioVex Limited"), Andromeda Acquisition Corp., a Delaware corporation and a subsidiary of Amgen ("Merger Sub"), and Forbion 1 Management B.V., in its capacity as the Stockholders' Agent under the Merger Agreement.

The Merger Agreement provides for, among other things, the merger (the "Merger") of Merger Sub with and into BioVex. Under terms of the Merger Agreement, Amgen will pay up to $1 billion to the former security holders of BioVex. The structure of these payments is summarized below:

- Up-Front Payment. The up-front payment shall equal $425 million, subject to reductions for payments to be made by BioVex pursuant to the Second Amended and Restated Management Incentive Plan of BioVex (the "MIP"), dated as of January 24, 2011, as well as to certain adjustments relating to the net cash of BioVex and its subsidiaries;
- Contingent Payments. Upon the achievement of certain regulatory and sales milestones, Amgen may be required to make certain additional payments of up to $575 million in the aggregate; and
- Treatment of Options and Warrants. Holders of options and warrants to purchase shares of BioVex stock will receive, in cash, their respective pro-rata portion of the up-front payment, net of any applicable exercise prices, and, in certain cases, the contingent payments, if any.

The Boards of Directors of each of Amgen and Merger Sub have approved the Merger Agreement. The Merger Agreement has also been approved by the Board of Directors of BioVex. In addition, on the date hereof, Amgen, BioVex and BioVex Limited have entered into a Support Agreement with certain holders of securities of BioVex and BioVex Limited (the "Support Agreement"), pursuant to which such holders agreed to, among other things, approve the Merger Agreement and the Merger, as well as agree to certain other matters. Upon execution and delivery of the Support Agreement and the related written consent, the Merger was approved by the required vote of BioVex's stockholders.

The Merger Agreement contains customary representations and warranties between Amgen and Merger Sub, on the one hand, and BioVex and BioVex Limited, on the other. The parties also have agreed to certain customary covenants, indemnities and agreements, including with respect to the operation of BioVex's business between signing and closing, governmental filings, tax and other matters. In connection with indemnification obligations under the Merger Agreement of the former holders of BioVex's securities and participants in the MIP, a portion of the up-front payment will be retained and held in escrow, and a portion of the contingent payments, if and when paid, will be available to satisfy claims by Amgen.

Consummation of the Merger is subject to the satisfaction of certain customary conditions including, among others, (i) receipt of required regulatory approvals, including the expiration of the applicable waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended and (ii) no material adverse effect having occurred in respect of BioVex.

The Merger Agreement may be terminated (i) by mutual consent of Amgen and BioVex, (ii) by Amgen or BioVex if the Merger has not been completed by April 30, 2011 with Andromeda's right to extend it to May 31, 2011 in certain circumstances, (iii) by Amgen or BioVex if the Merger is enjoined or (iv) by Amgen or BioVex upon certain breaches of the Merger Agreement by the other party.

Forward-Looking Statements

This report and other documents Amgen files with the Securities and Exchange Commission ("SEC") contain forward looking statements that are based on current expectations, estimates, forecasts and projections about Amgen, its future performance, its business or others on Amgen's behalf, Amgen's beliefs and its management's assumptions. In addition, Amgen, or others on Amgen's behalf, may make forward looking statements in press releases or written statements, or in Amgen's communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. Words such as "expect," "anticipate," "outlook," "could," "target," "project," "intend," "plan," "believe," "seek," "estimate," "should," "may," "assume," "continue," variations of such words and similar expressions are intended to identify such forward looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Among others, the following risks, uncertainties and other factors could cause actual results to differ from those set forth in the forward-looking statements: (i) the risk that the proposed Merger may not be consummated in a timely manner, if at all; (ii) the risk that the Merger Agreement may be terminated; and (iii) risks related to obtaining the receipt of regulatory approval from governmental entities (including any conditions, limitations or restrictions placed on these approvals). Except as required under the federal securities laws and the rules and regulations of the SEC, Amgen does not have any intention or obligation to update publicly any forward looking statements after the distribution of this report, whether as a result of new information, future events, changes in assumptions or otherwise.

Item 8.01. Other Events.

On January 24, 2011, Amgen issued a press release announcing that it had entered into the Merger Agreement. A copy of the press release is attached to this report as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Amgen Inc., dated January 24, 2011

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.
(Registrant)

January 24, 2011

By /s/ JONATHAN M. PEACOCK
Jonathan M. Peacock
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Document Description
99.1	Press Release of Amgen Inc., dated January 24, 2011.

Exhibit 99.1

AMGEN TO ACQUIRE BIOVEX, A PRIVATELY HELD BIOTECHNOLOGY COMPANY HEADQUARTERED IN WOBURN, MASS

Acquisition Includes a Therapeutic in Phase 3 Clinical Trials for the Treatment of Advanced Melanoma and Head and Neck Cancer

THOUSAND OAKS, Calif., and WOBURN, Mass. (Jan. 24, 2011) – Amgen (NASDAQ: AMGN) and BioVex Group, Inc. today announced that the companies have entered into a definitive acquisition agreement under which Amgen has agreed to acquire BioVex Group, Inc., a privately held, venture-funded, biotechnology company headquartered in Woburn, Mass. BioVex is developing OncoVEX$^{GM\text{-}CSF}$, a novel oncolytic vaccine in Phase 3 clinical development, that may represent a new approach to treating melanoma and head and neck cancer.

Under terms of the agreement, Amgen will pay up to $1 billion: $425 million in cash at closing and up to $575 million in additional payments upon the achievement of certain regulatory and sales milestones. The transaction has been approved by the boards of directors of each company. It is subject to customary closing conditions, including regulatory approvals, and is expected to close in the first quarter of 2011. Following the completion of the transaction, BioVex will become a wholly owned subsidiary of Amgen.

“OncoVex has demonstrated encouraging anti-tumor activity in clinical studies for the treatment of melanoma and head and neck cancer, and BioVex is currently enrolling patients into pivotal Phase 3 trials in both indications,” said Roger M. Perlmutter, M.D., Ph.D., Amgen’s executive vice president, Research and Development. “Amgen is particularly excited about joining with BioVex and its talented staff to focus on advancing this late-stage investigational therapy, with the hope of bringing it to market within the next few years.”

“Amgen is ideally positioned to leverage the potential of OncoVEX in multiple solid tumor indications given their impressive oncology franchise and expertise in biologics manufacturing and development,” said Philip Astley-Sparke, chief executive officer of BioVex. “We have a shared vision and commitment to bring novel therapeutics to

market and we are looking forward to being able to combine our efforts towards this common goal."

Amgen will discuss the transaction on a conference call today with the investment community at 2:00 p.m. Pacific Time. The previously-scheduled conference call will also discuss Amgen's fourth quarter and full year financial results. Live audio of the conference call will be simultaneously broadcast over the Internet and will be available to members of the news media, investors and the general public. The conference call, including the question and answer session, is expected to last approximately one hour.

The webcast of the conference, as with other selected presentations regarding developments in Amgen's business given by management at certain investor and medical conferences, can be found on Amgen's website, www.amgen.com, under Investors. Information regarding presentation times, webcast availability and webcast links are noted on Amgen's Investor Relations Events Calendar. The webcast will be archived and available for replay for at least 72 hours after the event.

About Amgen
Amgen discovers, develops, manufactures, and delivers innovative human therapeutics. A biotechnology pioneer since 1980, Amgen was one of the first companies to realize the new science's promise by bringing safe, effective medicines from lab to manufacturing plant to patient. Amgen therapeutics have changed the practice of medicine, helping millions of people around the world in the fight against cancer, kidney disease, rheumatoid arthritis, bone disease, and other serious illnesses. With a deep and broad pipeline of potential new medicines, Amgen remains committed to advancing science to dramatically improve people's lives. To learn more about our pioneering science and vital medicines, visit www.amgen.com.

About BioVex
BioVex is a privately held biotechnology company based in Woburn, Mass. where it also has an operational commercial scale manufacturing facility. The Company is developing a new class of potent biologics for the treatment of cancer and prevention of infectious disease. In addition to OncoVEX$^{GM\text{-}CSF}$, the Company has a second development program, ImmunoVEX^{HSV2} a vaccine for genital herpes that is undergoing clinical testing in the United Kingdom.

About OncoVEXGM-CSF
OncoVEX$^{GM\text{-}CSF}$ is a novel therapeutic cancer vaccine with both oncolytic and immunomodulatory activities. BioVex believes OncoVEX$^{GM\text{-}CSF}$ has the potential to offer a breakthrough option in the treatment of many solid tumors based on the strength of clinical data so far generated coupled with the relatively benign side effect profile noted to date. Previous clinical trials have enrolled patients with breast cancer, melanoma, head and neck cancer and pancreatic cancer, with indications of clinical activity being observed in each. BioVex is currently conducting a Phase 3 study in metastatic melanoma (the OPTiM study) following the proportion of durable complete remissions in a Phase 2 study using OncoVEX$^{GM\text{-}CSF}$ as a stand-alone therapy. A second Phase 3

study in Head & Neck cancer commenced in December 2010. For further information, please go to www.biovex.com.

Amgen Forward-Looking Statement

This news release contains forward-looking statements that are based on Amgen's current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including 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 Securities and Exchange Commission (SEC) reports filed by Amgen, including Amgen's most recent annual report on Form 10-K and most recent periodic reports on Form 10-Q and Form 8-K. Please refer to Amgen's most recent Forms 10-K, 10-Q and 8-K for additional information on the uncertainties and risk factors related to Amgen's business. Unless otherwise noted, Amgen is providing this information as of Jan. 24, 2011 and expressly disclaims any duty to update information contained in this news release.

No forward-looking statement can be guaranteed and actual results may differ materially from those Amgen projects. 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 Amgen to complete clinical trials and obtain regulatory approval for product marketing has in the past varied and Amgen expects similar variability in the future. Amgen develops 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 Amgen may have believed at the time of entering into such relationship. Also, Amgen or others could identify safety, side effects or manufacturing problems with Amgen's products after they are on the market. Amgen's business may be impacted by government investigations, litigation and products liability claims. Amgen depends on third parties for a significant portion of its manufacturing capacity for the supply of certain of its current and future products and limits on supply may constrain sales of certain of its current products and product candidate development.

In addition, sales of Amgen's products are affected by the reimbursement policies imposed by third-party payors, 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 as well as U.S. legislation affecting pharmaceutical pricing and reimbursement. Government and others' regulations and reimbursement policies may affect the development, usage and pricing of Amgen's products. In addition, Amgen competes with other companies with respect to some of its marketed products as well as for the discovery and development of new products. Amgen believes that some of its newer products, product candidates or new indications for existing products, may face competition when and as they are approved and marketed. Amgen's products may compete against products that have lower prices, established reimbursement, superior performance, are easier to administer, or that are otherwise competitive with its products. In addition, while Amgen routinely obtains patents for its products and technology, the protection offered by its patents and patent applications may be challenged, invalidated or circumvented by its competitors and there can be no guarantee of Amgen's ability to obtain or maintain patent protection for its products or product candidates. Amgen cannot guarantee that it will be able to produce commercially successful products or maintain the commercial success of its existing products. Amgen's stock price may be affected by actual or perceived market opportunity, competitive position, and success or failure of its products or product candidates. Further, the discovery of significant problems with a product similar to one of Amgen's products that implicate an entire class of products could have a material adverse effect on sales of the affected products and on Amgen's business and results of operations.

The scientific information discussed in this news release related to Amgen's product candidates is preliminary and investigative. Such product candidates are not approved by the U.S. Food and Drug Administration (FDA), and no conclusions can or should be drawn regarding the safety or effectiveness of the product candidates. Only the FDA can determine whether the product candidates are safe and effective for the use(s) being investigated. Further, the scientific information discussed in this news release relating to new indications for Amgen's products is preliminary and investigative and is not part of the labeling approved by the U.S. Food and Drug Administration (FDA) for the products. The products are not approved for the investigational use(s) discussed in this news release, and no conclusions can or should be drawn regarding the safety or effectiveness of the products for these uses. Only the FDA can determine whether the products are safe and effective for these uses. Healthcare professionals should refer to and rely upon the FDA-approved labeling for the products, and not the information discussed in this news release.

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