

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

(Amendment No. 4)

MICROMET, INC.

(Name of Subject Company)

ARMSTRONG ACQUISITION CORP.

(Offeror)

AMGEN INC.

(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.00004 PAR VALUE

(Title of Class of Securities)

59509C105

(Cusip Number of Class of Securities)

David J. Scott, Esq.

Senior Vice President, General Counsel and Secretary

One Amgen Center Drive

Thousand Oaks, California 91320-1799

(805) 447-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

With a copy to

Frank J. Aquila, Esq.

Eric M. Krautheimer, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, NY 10004

(212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation*

\$1,255,747,416

Amount of Filing Fee**

\$143,908

* Estimated solely for purposes of calculating the filing fee. The transaction value was determined by multiplying (a) \$11.00, the tender offer price, by (b) the sum of (i) 92,375,454, the issued and outstanding shares of Micromet common stock, (ii) 14,017,356, the number of shares of Micromet common stock issuable by Micromet upon the exercise of outstanding stock options pursuant to Micromet's stock option plans and (iii) 7,766,046, the number of shares of Micromet common stock issuable by Micromet upon the exercise of outstanding warrants. The foregoing share figures have been provided by the issuer to the offerors and are as of January 25, 2012, the most recent practicable date.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by .0001146.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$143,908

Filing Party:

Armstrong Acquisition Corp. and
Amgen Inc.

Form or Registration No.: Schedule TO

Date Filed:

February 2, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 4 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO (together with any subsequent amendments and supplements thereto, the “Schedule TO”) filed by Amgen Inc., a Delaware corporation (“Amgen”), and Armstrong Acquisition Corp., a Delaware corporation (“Purchaser”) and a wholly-owned subsidiary of Amgen. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.00004 per share (together with the associated preferred stock purchase rights, the “Shares”), of Micromet, Inc., a Delaware corporation (“Micromet”), at \$11.00 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 2, 2012 (the “Offer to Purchase”), and in the related Letter of Transmittal, dated February 2, 2012, copies of which are attached as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the “Offer”).

All information contained in the Offer to Purchase and the accompanying Letter of Transmittal, including all schedules thereto, is hereby incorporated herein by reference in response to Items 1 through 9 and Item 11 in the Schedule TO.

This Amendment No. 4 is being filed to amend and supplement Item 11 as reflected below.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

The information set forth in Section 17 — “Certain Legal Matters; Regulatory Approvals — Litigation” of the Offer to Purchase is hereby amended and restated in its entirety to read as follows:

“Between January 27, 2012 and February 1, 2012, five putative class action lawsuits challenging the Merger were filed in the Circuit Court for Montgomery County, Maryland. These actions are captioned: (1) *Rush v. Micromet, Inc., et al.*, Case No. V358302 (the “Rush Case”); (2) *Noskoviak v. Micromet, Inc., et al.*, Case No. V358455 (the “Noskoviak Case”); (3) *Osler v. Micromet, Inc., et al.*, Case No. V358457 (the “Osler Case”); (4) *Lang v. Micromet, Inc., et al.*, Case No. V358476 (the “Lang Case”); and (5) *Ludden v. Micromet, Inc., et al.*, Case No. V358477 (the “Ludden Case”). The Rush Case, Noskoviak Case, Osler Case, Lang Case, and Ludden Case are collectively referred to as the “Maryland State Court Litigations.”

Between January 30, 2012 and February 9, 2012, seven putative class action lawsuits challenging the Merger were filed in the Court of Chancery for the State of Delaware. These actions are captioned: (1) *Passes v. Micromet, Inc., et al.*, Case No. 7198-VCP (the “Passes Case”); (2) *Bohaychuck v. David Hale, et al.*, Case No. 7197-VCP (the “Bohaychuck Case”); (3) *Volpe v. David Hale, et al.*, Case No. 7201-VCP (the “Volpe Case”); (4) *Draper-Donaldson v. Micromet Technologies, Inc., et al.*, Case No. 7208-VCP (the “Draper-Donaldson Case”); (5) *Wolf v. David Hale, et al.*, Case No. 7205-VCP (the “Wolf Case”); (6) *Russell v. Micromet, Inc.*, Case No. 7210-VCP (the “Russell Case”); and (7) *Louisiana Municipal Police Employees’ Retirement System v. David F. Hale, et al.* (the “LMPERS Case”). On February 3, 2012, plaintiff in the Draper-Donaldson Case voluntarily dismissed that action without prejudice. The Passes Case, Bohaychuck Case, Volpe Case, Wolf Case, Russell Case, and LMPERS Case are collectively referred to as the “Delaware Litigations,” and are being overseen by Vice Chancellor Parsons in the Court of Chancery for the State of Delaware.

On February 8, 2012, another putative class action lawsuit challenging the Merger, captioned *Raad v. Christian Itin, et al.*, Case No. 8:12-cv-00385-DKC, was filed in the United States District Court for the District of Maryland (the “Raad Case”).

The Delaware Litigations, the Maryland State Court Litigations, and the Raad Case are collectively referred to as the “Stockholder Litigations.”

The Stockholder Litigations were filed against us, Amgen, Micromet, and the individual members of the Micromet Board. The Stockholder Litigations generally allege, among other things, that the members of the Micromet Board breached their fiduciary duties owed to the Micromet stockholders by approving the proposed Merger for inadequate consideration, entering into the Merger Agreement containing preclusive deal protection devices, and failing to take steps to maximize the value to be paid to the Micromet stockholders. The Ludden Case and Lang Case also allege as an additional basis for the breach of fiduciary claim that the members of the Micromet board engaged in self-dealing when they approved the proposed Merger. The Raad Case brings an additional claim against the members of the Micromet Board under Section 14(e) of the Securities Exchange Act of 1934 for making false and misleading statements in the Schedule 14D-9. On February 6, 2012 the Passes Case was amended to

include a claim that the members of the Micromet Board breached their fiduciary duties by failing to make adequate disclosures to Micromet's stockholders with respect to the Merger. On February 10, 2012 the Ludden Case and Lang Case were both amended to include, as an additional basis for the breach of fiduciary claims, that the members of the Micromet Board made omissions and misrepresentations in the Schedule 14D-9. Each of the Stockholder Litigations also alleges claims for aiding and abetting such alleged breaches of fiduciary duties. The Bohaychuck Case and Lang Case allege this claim against Micromet and Amgen, the Wolf Case and LMPERS Case allege this claim against Amgen and us, the Noskoviak Case, Russell Case, Osler Case, and Raad Case allege this claim against Amgen only, and the Rush Case, Volpe Case and Ludden Case allege this claim against us, Amgen, and Micromet. The Passes Case originally alleged the aiding and abetting claim against Micromet only, but was amended on February 6, 2012 to include Amgen and us. The plaintiffs in each of the Stockholder Litigations generally seek, among other things, declaratory and injunctive relief concerning the alleged breaches of fiduciary duty, injunctive relief prohibiting consummation of the proposed Merger, damages and attorneys' fees and costs, and other forms of relief.

On February 13, 2012, the Delaware Chancery Court overseeing the Delaware Litigations held a telephonic hearing on a motion for expedited discovery filed by Plaintiff in the Passes Case. While indicating that it was not expressing a view on the merits of any of Plaintiff's claims, the Court granted the request and set a hearing on Plaintiff's request for preliminary injunctive relief for Monday, February 27, 2011 at 2 p.m."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(5) Joint Press Release issued by Amgen Inc. and Micromet, Inc. on February 15, 2012.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2012

AMGEN INC.

By: /s/ David J. Scott
Name: David J. Scott
Title: Senior Vice President,
General Counsel and Secretary

ARMSTRONG ACQUISITION CORP.

By: /s/ David J. Scott
Name: David J. Scott
Title: Senior Vice President,
General Counsel and Secretary



**AMGEN AND MICROMET ANNOUNCE EARLY TERMINATION
OF HSR WAITING PERIOD FOR AMGEN'S ACQUISITION OF
MICROMET**

THOUSAND OAKS, Calif. (Feb. 15, 2012) – Amgen (NASDAQ:AMGN) and Micromet, Inc. (NASDAQ:MITI) today announced that the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended (HSR), in connection with Amgen's tender offer for Micromet, was terminated early on Feb. 14, 2012 by the U.S. Federal Trade Commission. The waiting period was scheduled to expire on Feb. 17, 2012.

As previously announced on Jan. 26, 2012, Amgen and Micromet entered into a Merger Agreement contemplating the acquisition of Micromet by Amgen via a tender offer to acquire all of the outstanding shares of Micromet's common stock at a price of \$11 per share in cash. The termination of the HSR waiting period satisfies one of the conditions to consummate the tender offer. Other closing conditions remain to be satisfied, including, among others, a minimum tender of at least a majority of outstanding Micromet shares on a fully diluted basis.

The tender offer will remain open for Micromet stockholders to tender their shares until 12:00 midnight, New York City time, at the end of Thursday, March 1, 2012, unless it is extended pursuant to and in accordance with the terms of the Merger Agreement. The complete Offer to Purchase dated Feb. 2, 2012 related to the tender offer has been filed with the U.S. Securities and Exchange Commission and can be viewed online at www.sec.gov.

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 Micromet, Inc.

Micromet is a biopharmaceutical company focused on the discovery, development and commercialization of innovative antibody-based therapies for the treatment of cancer. Micromet is advancing a robust pipeline of novel therapeutics based on its proprietary BiTE® technology. Micromet's lead product candidate blinatumomab is currently the subject of a European trial in patients with minimal residual disease positive acute lymphoblastic leukemia. Micromet has collaborations with a number of leading pharmaceutical and biotechnology companies, including Amgen, Bayer HealthCare Pharmaceuticals, Boehringer Ingelheim, MedImmune, Merck Serono, Nycomed and Sanofi.

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 statements about the planned completion of the tender offer and regulatory filings. 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 Feb. 15, 2012 and expressly disclaims any duty to update information contained in this news release.

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 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. Healthcare professionals should refer to and rely upon the FDA-approved labeling for the products, and not the information discussed in this news release.

**AMGEN AND MICROMET ANNOUNCE EARLY TERMINATION OF HSR WAITING PERIOD
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Additional Information

This communication is neither an offer to purchase nor a solicitation of an offer to sell any shares of the common stock of Micromet, Inc. or any other securities. Armstrong Acquisition Corp. and Amgen Inc. have filed a tender offer statement on Schedule TO with the SEC, as amended from time to time, and the offer to purchase shares of Micromet, Inc. common stock will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT, AS FILED AND AS IT MAY BE AMENDED FROM TIME TO TIME, AND THE SOLICITATION/ RECOMMENDATION STATEMENT, AS FILED AND AS MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN IMPORTANT INFORMATION REGARDING THE OFFER. Investors and security holders may obtain a free copy of these statements and other documents filed with the SEC at the website maintained by the SEC at www.sec.gov or by directing such requests to Georgeson Inc., the Information Agent for the offer, at 888-877-5360 (toll free).

Micromet Safe Harbor Statement

Statements in this announcement that relate to future results and events are forward-looking statements based on Micromet's current expectations regarding the tender offer and transactions contemplated by the merger agreement. Actual results and events in future periods may differ materially from those expressed or implied by these forward-looking statements because of a number of risks, uncertainties and other factors. There can be no assurances that a transaction will be consummated. Other risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; that the transaction may not be timely completed, if at all; that, prior to the completion of the transaction, if at all, Micromet may not satisfy one or more closing conditions; that the merger agreement may be terminated; and the impact of the current economic environment; risks related to Micromet's ongoing development activities and clinical trials; and other risks that are described in Micromet's most recent Form 10-Q for the quarter ended Sept. 30, 2011. Micromet undertakes no obligation to update these forward-looking statements except to the extent otherwise required by law.

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Contacts

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Micromet

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