

**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): October 22, 2019**

**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**

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 pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common stock, \$0.0001 par value</b>	<b>AMGN</b>	<b>The Nasdaq Select Market LLC</b>
<b>1.250% Senior Notes Due 2022</b>	<b>AMGN22</b>	<b>New York Stock Exchange</b>
<b>2.000% Senior Notes Due 2026</b>	<b>AMGN26</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 22, 2019, Amgen Inc. (the “Company”) publicly announced the appointment of Peter H. Griffith, age 60, to serve as the Company’s Executive Vice President and Chief Financial Officer, effective as of January 1, 2020. In the meantime, Mr. Griffith joins the Company as an Executive Vice President, Finance (a non-executive officer position) effective as of October 23, 2019 (his “Hire Date”). In connection with the appointment of Mr. Griffith, David W. Meline, age 61, will no longer serve as Executive Vice President and Chief Financial Officer as of the end of the day on December 31, 2019, but will continue as a non-executive officer to facilitate the transition.

**(c) Appointment of Chief Financial Officer**

On October 22, 2019, the Board of Directors of the Company (the “Board”) appointed Mr. Griffith to serve as the Company’s Executive Vice President and Chief Financial Officer, effective as of January 1, 2020, and to serve as Executive Vice President, Finance, effective as of his Hire Date. Prior to joining the Company and since July 2019, Mr. Griffith served as President of Sherwood Canyon Group, LLC, a private equity and advisory firm based in Los Angeles, California. In June 2019, Mr. Griffith retired from Ernst & Young LLP and the global EY organization (EY Global). Prior to his retirement, Mr. Griffith was EY Global Vice Chair, Corporate Development from July 2014 through June 2019, EY Global Managing Partner, Finance and Corporate Development from July 2013 through June 2014, and EY Global Managing Partner, Operations and Finance from July 2010 through June 2013. In addition to serving on the EY Global Executive Board, Mr. Griffith has also served on the EY Americas Executive Board, the Executive Board of Ernst & Young LLP, as well as the Board of the primary captive insurance company of EY Global and the Board of EY Capital Advisors (a FINRA registered Broker-Dealer). Mr. Griffith joined Ernst & Young LLP in October 1997 as a Partner.

Mr. Griffith is a party to an offer letter with the Company, which specifies his compensation and benefits. Mr. Griffith’s annual base compensation will be \$970,000, and he is eligible to participate in the Company’s management incentive plan at an incentive target of 100% of base compensation. In addition, Mr. Griffith will receive a \$500,000 sign-on bonus; however, such sign-on bonus is subject to recoupment if, within 24 months from his Hire Date, Mr. Griffith resigns his employment with the Company for any reason or his employment is terminated by the Company for “Cause” (as defined below).

To induce Mr. Griffith to join the Company and to provide long-term incentives that are in alignment with the Company’s stockholder interests, Mr. Griffith will also receive a restricted stock unit grant with a value of \$4,000,000 issued pursuant to the Company’s Amended and Restated 2009 Equity Incentive Plan.

Mr. Griffith will be entitled to standard perquisites offered to our Executive Vice Presidents and participation in the Company’s change-of-control plan. Mr. Griffith will also receive our standard severance agreement for newly hired officers that provides severance protection in the event of a termination of employment by the Company, other than for “Cause” (as defined below), for three years following his Hire Date at a benefit multiple of two times his salary and target bonus plus 18 months of Consolidated Omnibus Budget Reconciliation Act (COBRA) coverage.

For purposes of the sign-on bonus and the termination protection, “Cause” means (i) unfitness for service, inattention to or neglect of duties, or incompetence; (ii) dishonesty; (iii) disregard or violation of the policies or procedures of the Company; (iv) refusal or failure to follow lawful directions of the Company; (v) illegal, unethical or immoral conduct; or (vi) breach of the Company’s Amgen Proprietary Information and Inventions Agreement.

Mr. Griffith is eligible to participate in the Company’s long-term compensation plans and health and welfare plans on the same terms offered to all plan participants.

**Additional Information**

There are no family relationships between Mr. Griffith and any other director or executive officer of the Company, or with any person selected to become an officer or a director of the Company.

(b) *Departure of Acting Chief Financial Officer*

Mr. Meline will no longer serve as the Company's Chief Financial Officer effective as of the end of the day of December 31, 2019. Mr. Meline will continue to serve as an Executive Vice President, Finance, of the Company, a non-executive officer position, and assist with Mr. Griffith's transition at the Company, after which Mr. Meline expects to retire from the Company.

A copy of the press release announcing the appointment of Mr. Griffith and retirement of Mr. Meline is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 [Press Release, dated October 22, 2019](#)

104 Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

**SIGNATURES**

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

AMGEN INC.

Date: October 22, 2019

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

**David Meline, Amgen's Chief Financial Officer, to Retire****Peter Griffith to Assume CFO Role in 2020**

THOUSAND OAKS, Calif., October 22, 2019 – Amgen (NASDAQ: AMGN) today announced the planned retirement of David W. Meline, who has served as the company's executive vice president and chief financial officer since 2014. Meline will serve as CFO through the end of 2019 and remain at the company into the second quarter of 2020 to help ensure a smooth transition of his responsibilities. The company also announced that Peter H. Griffith has joined Amgen as executive vice president, Finance, and will be Meline's successor as chief financial officer as of January 1, 2020.

"I am grateful to David for the many contributions he has made to Amgen's success," said Robert A. Bradway, chairman and chief executive officer. "David has played an essential role in the enterprise-wide transformation that has enabled Amgen to deliver outstanding financial performance to our shareholders, while also investing heavily in new product launches, research and development, and global expansion. Additionally, under David's leadership, Amgen has built and embedded a set of productivity capabilities throughout our organization that position us for continued success in a highly dynamic external environment."

Meline joined Amgen from 3M, where he was senior vice president and chief financial officer. Previously, Meline held numerous senior-level roles at General Motors, including vice president and chief financial officer for GM North America.

"A hallmark of Amgen's nearly 40-year history has been well-planned transitions of key leadership roles," Bradway said. "I am delighted to welcome Peter to Amgen. His extensive global experience and financial skills will be instrumental to our strategy for investing in innovation to drive long-term growth. I am pleased that David will remain with Amgen into 2020 to work with Peter and ensure a smooth transition."

Griffith joins Amgen from Sherwood Canyon Group, LLC, a private equity and advisory firm, where he served as president. Previously, he retired from EY (formerly Ernst & Young), a leader in assurance, tax, transaction and advisory services, after a distinguished career there, including almost 22 years as a partner. Most recently, Griffith served as EY's Global Vice Chair, Corporate Development with responsibility for driving the firm's international growth and expanding its capabilities worldwide. He previously served as EY's Global Managing Partner, Finance and Corporate Development and, before that, as Global Managing Partner, Operations and Finance during a time when the organization grew annual revenues more than 25% to over \$27 billion. This latter role included the Finance and Accounting, Corporate Development, Tax, and Treasury functions. During his tenure, Griffith served on the EY Global Executive Board, the EY Americas Executive Board, and the Executive Board of Ernst & Young LLP. Prior to EY, he was Managing Director and Head of Investment Banking at Wedbush Securities.

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## **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 biologics manufacturing 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 the world's largest independent biotechnology company, has reached millions of patients around the world and is developing a pipeline of medicines with breakaway potential.