

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AMGEN INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-3540776
(IRS Employer
Identification Number)

**One Amgen Center Drive
Thousand Oaks, California 91320-1799
(805) 447-1000**
(Address of Principal Executive Offices including Zip Code)

Amgen Nonqualified Deferred Compensation Plan
(Full Title of the Plan)

Copy to:

Jonathan P. Graham, Esq.
**Executive Vice President, General Counsel and
Secretary**
**One Amgen Center Drive
Thousand Oaks, California 91320-1799
(805) 447-1000**

Charles K. Ruck, Esq.
Regina Schlatter, Esq.
Latham & Watkins LLP
**650 Town Center Drive, Twentieth Floor
Costa Mesa, California 92626-1925
(714) 540-1235**

(Name and Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12-b2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Deferred Compensation Obligations (1)	\$200,000,000	N/A	\$200,000,000	\$18,540

- (1) The deferred compensation obligations to which this Registration Statement relates (the "Deferred Compensation Obligations") arise under the Amgen Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013, as subsequently amended (the "Plan") and are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), the amount of deferred compensation obligations registered is based on an estimate of the amount of compensation that may be deferred under the Plan.

INTRODUCTION

REGISTRATION OF ADDITIONAL SECURITIES

This registration statement on Form S-8 (the "Registration Statement") is filed by Amgen Inc. (referred to herein as "our," "we," "us" or the "Registrant") relating to \$200,000,000 deferred compensation obligations which are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Plan. Pursuant to General Instructions E to Form S-8, the contents of the Registrant's Form S-8 Registration Statements previously filed with the Securities and Exchange Commission (the "Commission") on November 9, 2011 (File No. 333-177868), registering \$200,000,000 deferred compensation obligations under the Plan, and on March 15, 2017 (File No. 333-216723), registering an additional \$200,000,000 deferred compensation obligations under the Plan, are herein incorporated by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference herein or therein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

We are not filing with or including in this Form S-8 the information called for in Part I of Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

The registrant provides liability insurance for its directors and officers which provides for coverage against loss from claims made against directors and officers in their capacity as such, including liabilities under the Securities Act.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Article SIXTH of the registrant's Restated Certificate of Incorporation limits the liability of directors to the fullest extent permitted by Section 102(b)(7).

Under the registrant's bylaws, the registrant is required to indemnify its directors and officers to the full extent permitted by the DGCL. However, the bylaws provide that the registrant is not required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the registrant or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the registrant's board of directors, (iii) such indemnification is provided by the registrant in its sole discretion, or (iv) such indemnification is required under the bylaws.

Item 8. Exhibits

See Index to Exhibits on page 4.

INDEX TO EXHIBITS

<u>NUMBER</u>	<u>DESCRIPTION</u>
5.1*	<u>Opinion of Latham & Watkins LLP.</u>
23.1*	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2*	Consent of Latham & Watkins LLP (included in <u>Exhibit 5.1</u>).
24.1*	<u>Power of Attorney (included on signature page to Registration Statement).</u>
99.1	<u>Amgen Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013. (Filed as an exhibit to Form 10-K for the year ended December 31, 2013 on February 24, 2014 and incorporated herein by reference)</u>
99.2	<u>First Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective October 14, 2016. (Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2016 on October 28, 2016 and incorporated herein by reference)</u>
99.3	<u>Second Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective January 1, 2020. (Filed as an exhibit to Form 10-K for the year ended December 31, 2019 on February 12, 2020 and incorporated herein by reference)</u>
99.4*	<u>Third Amendment to the Amgen Nonqualified Deferred Compensation Plan, effective January 1, 2022.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks, State of California, on the 3rd day of November, 2021.

AMGEN INC.

By: /S/ ROBERT A. BRADWAY

Robert A. Bradway
Chairman of the Board, Chief Executive Officer and
President

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Bradway, Peter H. Griffith and Jonathan P. Graham, or any of them, his or her attorney-in-fact, each with the power of substitution and re-substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/S/ ROBERT A. BRADWAY</u> Robert A. Bradway	Chairman of the Board, Chief Executive Officer and President, and Director (Principal Executive Officer)	November 3, 2021
<u>/S/ PETER H. GRIFFITH</u> Peter H. Griffith	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 3, 2021
<u>/S/ LINDA H. LOUIE</u> Linda H. Louie	Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	November 3, 2021
<u>/S/ WANDA M. AUSTIN</u> Wanda M. Austin	Director	November 3, 2021
<u>/S/ BRIAN J. DRUKER</u> Brian J. Druker	Director	November 3, 2021
<u>/S/ ROBERT A. ECKERT</u> Robert A. Eckert	Director	November 3, 2021

<u>/S/ GREG C. GARLAND</u> Greg C. Garland	Director	November 3, 2021
<u>/S/ CHARLES M. HOLLEY, JR.</u> Charles M. Holley, Jr.	Director	November 3, 2021
<u>/S/ S. OMAR ISHRAK</u> S. Omar Ishrak	Director	November 3, 2021
<u>/S/ TYLER JACKS</u> Tyler Jacks	Director	November 3, 2021
<u>/S/ ELLEN J. KULLMAN</u> Ellen J. Kullman	Director	November 3, 2021
<u>/S/ AMY E. MILES</u> Amy E. Miles	Director	November 3, 2021
<u>/S/ RONALD D. SUGAR</u> Ronald D. Sugar	Director	November 3, 2021
<u>/S/ R. SANDERS WILLIAMS</u> R. Sanders Williams	Director	November 3, 2021

650 Town Center Drive, 20th Floor
 Costa Mesa, California 92626-1925
 Tel: +1.714.540.1235 Fax: +1.714.755.8290
 www.lw.com

LATHAM & WATKINS LLP

November 3, 2021

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Moscow
Boston	Munich
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.

Amgen Inc.
 One Amgen Center Drive
 Thousand Oaks, California 91320

Re: Registration Statement on Form S-8

To the addressees set forth above:

We have acted as special counsel to Amgen Inc., a Delaware corporation (the “**Company**”), in connection with the registration on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”) of an additional \$200,000,000 deferred compensation obligations (the “**Obligations**”) issuable pursuant to the Company’s Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013, as subsequently amended effective October 14, 2016, January 1, 2020 and January 1, 2022 (the “**Plan**”). The Obligations will be issued from time to time pursuant to one or more agreements (the “**Plan Agreements**”), to be entered into by and between participants in the Plan (the “**Participants**”) and the Company (or certain of its subsidiaries and/or affiliates) in accordance with the terms of the Plan. This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein as to the Obligations.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without independently verifying such factual matters. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies and the authenticity of the originals of such copies.

We are opining herein only as to the Delaware General Corporation Law and the internal laws of the State of California, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of the State of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state. Our opinion is based upon our consideration of only those statutes, regulations and reported decisional law, which in our experience are normally applicable to deferred compensation plans.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters stated herein and in reliance on them, it is our opinion that the Obligations, when incurred in the manner contemplated by the Registration Statement and the Plan and subject to the Company completing all actions and proceedings required on its part to be taken under the terms of the Plan, will be legally valid and binding obligations of the Company enforceable against the Company in accordance with the terms of the Plan.

Our opinion is subject to: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent transfer, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors; (ii) (a) the effect of general principles of equity whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), (b) concepts of materiality, reasonableness, good faith and fair dealing and (c) the discretion of the court before which a proceeding is brought; and (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy. We express no opinion as to (a) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies, or judicial relief, (b) any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy, (c) provisions authorizing or validating conclusive or discretionary determinations, and (d) the severability, if invalid, of provisions to the foregoing effect.

With your consent, we have assumed (a) that each of the Plan Agreements and the election forms to be delivered by the Participants pursuant to Section 2.2 of the Plan (the "**Election Forms**") will be in the form examined by us, (b) that each of the Plan, the Plan Agreements and the Election Forms constitutes or will constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (c) that the status of each of the Plan, the Plan Agreements and the Election Forms as legally valid and binding obligations of the parties will not be affected by any (i) breaches of, or defaults under, agreements or instruments, (ii) violations of statutes, rules, regulations or court or governmental orders, or (iii) failures to obtain required consents, approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

In addition, we express no opinion with respect to any obligations or liabilities of any other person or entity under the Plan. We further express no opinion with respect to the liabilities or obligations of the Company, or any other person or entity, under any trust agreement entered into or that may be entered into in connection with the Plan.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amgen Nonqualified Deferred Compensation Plan of our reports dated February 8, 2021, with respect to the consolidated financial statements of Amgen Inc. and the effectiveness of internal control over financial reporting of Amgen Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

Los Angeles, California
November 3, 2021

**THIRD AMENDMENT TO THE
AMGEN NONQUALIFIED DEFERRED COMPENSATION PLAN
AS AMENDED AND RESTATED EFFECTIVE OCTOBER 16, 2013**

The Amgen Nonqualified Deferred Compensation Plan, as Amended and Restated Effective October 16, 2013 (the "Plan"), is hereby amended, effective January 1, 2022, as follows:

1. Section 3.3 ("Delayed Commencement Election") is amended by adding the following at the end thereof:

The opportunity to delay the effective date of deferral elections as described in this Section 3.3 applies to Plan Years beginning prior to January 1, 2022. In no event may a Participant delay the effective date of his or her deferral elections for Plan Years beginning on or after January 1, 2022.

2. Section 4.1 ("Short-Term Payout") is amended by adding the following at the end thereof:

The ability to irrevocably elect a Short-Term Payout for Annual Deferral Amounts as described in this Article 4 applies to Plan Years beginning prior to January 1, 2022. In no event may a Participant elect a Short-Term Payout for Annual Deferral Amounts for Plan Years beginning on or after January 1, 2022.

To record this Third Amendment to the Plan as set forth herein, the Company has caused its authorized officer to execute this document this 25th day of October, 2021.

AMGEN INC.

By: /s/ Lori A. Johnston

Name: Lori A. Johnston

Title: Executive Vice President, Human Resources