

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

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Pursuant to Section 240.14a-12

**AMGEN INC.**

*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

Payment of filing fee (check the appropriate box):	
<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



## Amgen 2022 Proxy Statement Key Highlights

**Execution of Our Strategy.** Innovation is at the core of our strategy. In 2021, we remained focused on our strategic priorities while navigating the ongoing impact of the pandemic.

- We launched three medicines that address serious diseases – **LUMAKRAS®** for the treatment of advanced non-small cell lung cancer, **TEZSPIRE™**<sup>(1)</sup> for the treatment of severe asthma, and an expanded indication for **Otezla®** for the treatment of plaque psoriasis across all severities (mild, moderate, and severe).
- We completed strategic business acquisitions that complement our internal innovation, including **Five Prime Therapeutics, Inc.** and **bemarituzumab**, a first-in-class antibody in oncology, and **Teneobio, Inc.** and its proprietary bispecific and multispecific antibody technologies and portfolio of early-stage oncology assets.
- We entered into a collaboration with **Kyowa Kirin Co. Ltd.** to develop and commercialize AMG 451, a Phase 3-ready first-in-class asset in inflammation.

**Our Commitment to Society.** Our approach to **environmental sustainability**, **social responsibility**, and **corporate governance**, or ESG, begins with our mission to serve patients and is supported by our long-standing focus on using resources responsibly to support the sustainability of our business.

- In 2021, we launched a new **environmental sustainability plan**, our third since 2007, that includes a target of achieving **carbon neutrality** in our operations by 2027 (while also aiming to further reduce our water use by 40% and waste disposed by 75%).<sup>(2)</sup>
- Since its inception, The Amgen Foundation, Inc.<sup>(3)</sup> has contributed more than \$375 million to non-profit organizations around the world that complement Amgen's **purpose-driven dedication to impacting lives** in inspiring and innovative ways, including through four signature science education programs that, in 2021 alone, reached over 27 million students and educators worldwide.
- We increased our focus on **diversity, inclusion, and belonging**, including by adding an **ESG goal** to our Company performance goals for our annual cash incentive plan, working to improve the diversity and representation of racial and ethnic minority populations in clinical trial research, and aspiring to double our supplier diversity spend and triple our Black-owned business spend in the U.S. by 2023.<sup>(4)</sup>

## Voting Matters and Board Recommendations

We are sending this summary in support of Amgen's Board of Directors' recommendations for our 2022 Annual Meeting of Stockholders to be held on May 17, 2022.

<b>FOR each Director Nominee</b>	Item 1: Election of 12 directors to serve on our Board until the 2023 annual meeting of stockholders.
<b>FOR</b>	Item 2: Advisory vote to approve our executive compensation.
<b>FOR</b>	Item 3: Ratification of Ernst & Young LLP as our independent registered public accountants.

### Item 1: Our Board recommends "FOR" the election of the 12 director nominees.

**Our Board consists of a group of highly qualified leaders in their respective fields. It includes three women and two diverse directors and has strong refreshment practices, with seven new directors appointed since 2015, and an average Board tenure of ~6 years.**

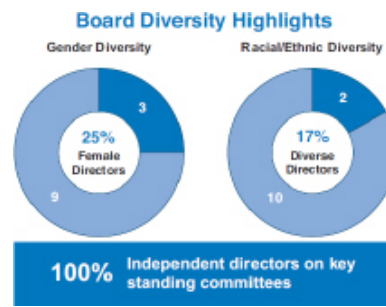
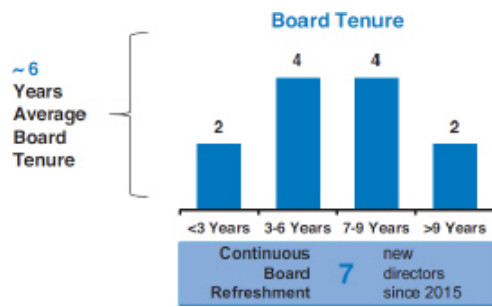
- Many of our directors have:
  - Senior leadership experience at large companies and have gained significant and wide-ranging management experience.
  - Public company experience, an understanding of corporate governance practices and trends, and bring a unique perspective to the Board.
  - Extensive scientific and healthcare expertise relevant to our industry, including pioneering scientific research in the areas of oncology and cardiology and experience leading important academic institutions.

<sup>(1)</sup> Being developed in collaboration with AstraZeneca plc.

<sup>(2)</sup> Carbon neutrality goal refers to Scope 1 and 2 emissions. Reductions take into account only verified reduction projections, and do not take into account changes associated with the contraction or expansion of the Company and are measured against a 2019 baseline.

<sup>(3)</sup> A separate legal entity entirely funded by Amgen Inc.

<sup>(4)</sup> Measured against a 2019 baseline.



**We are committed to corporate governance best practices, informed by stockholder engagement, and overseen by our highly experienced and independent Board.**

- Our **lead independent director**, Robert A. Eckert, has substantial and specific duties and has been elected by our Board to serve as the lead independent director in 2022 subject to his re-election to the Board by stockholders.
- We have a **highly independent Board** (11 of our 12 director nominees are independent) and only independent Board members serve on key standing committees.<sup>(5)</sup>
- We have a long-standing practice of **stockholder engagement** throughout the year and at our Annual Meeting. Since our 2021 annual meeting of stockholders, we have engaged in governance-focused outreach activities and discussions with stockholders owning ~52% of our outstanding shares. In addition to these governance-focused outreach activities, we have more than **doubled our participation in investor events and engagement sessions** since 2017.

**Our Board has a history of responsiveness to stockholder feedback.**

In addition to our stockholders electing our Board annually by majority voting and having rights to act by special meeting, written consent, and proxy access, as well as our robust clawback and recoupment mechanisms, we have expanded and enhanced a number of our disclosures, including data from our annual Consolidated EEO-1 Report,<sup>(6)</sup> mapping our ESG reporting to the Sustainability Accounting Standards Board (SASB) standards for our industry, and reporting on drug pricing practices.

**Item 2: Our Board recommends “FOR” the advisory vote to approve executive compensation.**

**We have implemented compensation best practices, including:**

- A substantial **majority of our Named Executive Officer, or NEO, compensation is performance-based** (including 80% of total target equity, of which 50% are three-year performance awards and 30% are stock options).
- Our equity incentive plan provides that our equity awards are subject to a **minimum vesting period** of no less than one year for 95% of equity awards granted. Our grants generally vest over four years, with no vesting in the first year and vesting in three approximately equal annual installments on the second, third, and fourth anniversaries of the grant date.
- We have robust **stock ownership** and **retention guidelines**.
- We have strong **recoupment mechanisms**, including a **clawback policy** that permits recapture of past cash or equity compensation awarded to our executive officers and a **recoupment policy** that permits a determination that cash incentive awards are not earned and to facilitate the forfeiture and cancellation of unvested or unexercised equity awards (granted after December 31, 2020).

**Executive compensation is aligned with our business strategy and is performance-based.**

- We **pay for performance**, and pay outcomes reflect the achievements of our NEOs against our short- and long-term performance.
- **76%** of our Chief Executive Officer’s, or CEO’s, 2021 target direct compensation and **71%** of our other NEOs’ target direct compensation was **based solely on our Company’s performance**.
- **92%** of our CEO’s 2021 target direct compensation and **84%** of our other NEOs’ target direct compensation is **“at-risk.”**
- Our Compensation and Management Development Committee, or Compensation Committee, approves annual Company goals that are designed to focus our NEOs and all of our staff members on delivering our financial and operational objectives to **drive annual performance, advance strategic priorities**, and **position us for longer-term success**.
  - To build the infrastructure to support achievement of our 2027 environmental sustainability plan and further embed diversity, a sense of belonging, and inclusion into our culture, our Compensation Committee added an **ESG goal** in 2021 focused on two areas: an environmental goal and social responsibility goal.

<sup>(5)</sup> Key standing committees of the Board include the Audit, Compensation and Management Development, Corporate Responsibility and Compliance, and Governance and Nominating Committees.  
<sup>(6)</sup> Beginning with our Consolidated EEO-1 Report filed in 2021.

**We executed on our strategic priorities in 2021 and delivered strong performance while continuing to provide uninterrupted supply of our medicines globally.**

- As noted above, we **launched new products** (LUMAKRAS, TEZSPIRE, and the expanded indication for Otezla) and, **to augment our pipeline and research capabilities**, we completed **several strategic transactions** (Five Prime Therapeutics, Inc. and bemarituzumab, Teneobio, Inc., and a collaboration with Kyowa Kirin Co. Ltd.).
- We executed **key clinical studies** and advanced our **innovative first-in-class pipeline**:
  - Advanced **bemarituzumab** into Phase 3 for the treatment of patients with human epidermal growth factor receptor 2 negative FGFR2b-positive gastric and gastroesophageal junction cancer;
  - Expanded **KYPROLIS®** U.S. prescribing information to include its use in combination with DARZALEX FASPRO<sup>(7)</sup> and dexamethasone for patients with multiple myeloma at first or subsequent relapse; and
  - **Progressed our early innovative pipeline** forming **7** product teams,<sup>(8)</sup> initiating **4** first-in-human studies, and advancing **4** programs through our early-to-late stage portal.
- We advanced our **biosimilar programs** (with 11 biosimilars in our current portfolio) and **Phase 3 studies** underway for **three** additional biosimilars.
- The U.S. Food and Drug Administration approved (in January 2022) our latest **U.S. biomanufacturing plant** featuring innovative technologies in Rhode Island, expanding our manufacturing capacity while also delivering **environmental and cost efficiencies**, and we announced plans to invest approximately **\$1 Billion to build two additional U.S. plants** (in Ohio and North Carolina) featuring innovative technologies that support our 2027 environmental targets, while expanding our access to diverse talent.

**Our strong cash flows and balance sheet allowed for significant investment in 2021 for long-term growth, while simultaneously providing substantial returns to stockholders.**

- We **invested in excess of \$8.2 Billion for long-term growth**, including \$4.8 Billion in our research and development activity, \$2.5 Billion for acquisitions, and \$880 Million in capital projects.
- We **returned \$9 Billion to stockholders** (\$4 Billion in dividends and \$5 Billion in share repurchases).

**Item 3: Our Board recommends “FOR” the ratification of the selection of Ernst & Young LLP as our independent registered public accountants.**

Our Audit Committee periodically considers whether there should be a rotation of our independent registered public accountants. Each year, the Audit Committee evaluates the performance of the independent registered public accountants and determines after such evaluation whether to re-engage the current independent registered public accountants. Based on this evaluation, the Audit Committee believes that the continued retention of our independent registered public accountants is in the best interests of the Company and its stockholders.

Our 2022 Annual Meeting of Stockholders will be held solely by remote communication via the internet. While you will not be able to attend the Annual Meeting in person, stockholders will, to the extent possible, be afforded the same rights and opportunities to participate at the virtual meeting similarly to how they would participate at an in-person meeting. Stockholders will have a meaningful opportunity to ask questions.

<sup>(7)</sup> DARZALEX FASPRO is a registered trademark of Janssen Biotech, Inc.

<sup>(8)</sup> Formed when a molecule has been judged to have the potential to be safe and effective in humans.