



**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.0001 per share	1,000,000	\$178.10	\$178,100,000	\$20,641.79

- (1) 1,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") of Amgen Inc., a Delaware corporation, are being registered hereunder. Such number represents shares that may be purchased in the open market pursuant to the Amended and Restated Amgen Retirement and Savings Plan (f/k/a Amgen Retirement and Savings Plan) (the "Plan"). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan. In addition, pursuant to Rule 416(a) under the Securities Act, this Registration Statement shall automatically cover any additional shares of Common Stock that become purchasable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act. The price per share and aggregate offering price for the shares of Common Stock are calculated on the basis of the average of the high and low trading prices of the Common Stock, as reported on the NASDAQ Global Select Market on March 9, 2017.

**Proposed issuances to commence as soon after the effective date of this Registration Statement as practicable.**

## INTRODUCTION

### REGISTRATION OF ADDITIONAL SECURITIES

Amgen Inc. (referred to herein as “our,” “we,” “us”, the “Company” or the “Registrant”) has previously registered 4,800,000 shares of Common Stock, after giving effect to stock splits, that may be purchased under the Plan by a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on February 25, 1991 (File No. 33-39104), as amended and an additional 2,500,000 shares of Common Stock, after giving effect to stock splits, that may be purchased under the Plan by a Registration Statement on Form S-8 filed with the Commission on July 13, 2007 (File No. 333-144581), (collectively the “Prior Registration Statements”). Under this Registration Statement, the Company is registering an additional 1,000,000 shares of Common Stock that may be acquired under the Plan. Pursuant to General Instructions E to Form S-8, the content of the Prior Registration Statements is incorporated by reference herein 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 8.** Exhibits

See Index to Exhibits on page 6.

The Registrant previously received a determination letter from the Internal Revenue Service (the “IRS”), dated September 18, 2013, certifying that the Plan was qualified, in form, under Section 401(a) of the Internal Revenue Code, as amended (the “Code”) and, therefore, the related trust is exempt from taxation under Section 401 of the Code. On January 31, 2017, the Company submitted an application to the IRS for a new determination letter with respect to the Plan, as amended since the date of the prior determination letter. The Company hereby undertakes that it has submitted the Plan and any amendments thereto to the IRS and has made or will make all changes required by the IRS in order to continue to maintain qualification of the Plan.

## 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 15<sup>th</sup> day of March, 2017.

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, David W. Meline and Jonathan P. Graham, or any of them, his or her attorney-in-fact, each with the power of 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> <b>Robert A. Bradway</b>	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	March 15, 2017
<u>/s/ David W. Meline</u> <b>David W. Meline</b>	Chief Financial Officer (Principal Financial Officer)	March 15, 2017
<u>/s/ Annette L. Such</u> <b>Annette L. Such</b>	Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 15, 2017
<u>/s/ David Baltimore</u> <b>David Baltimore</b>	Director	March 15, 2017
<u>/s/ Frank J. Biondi, Jr.</u> <b>Frank J. Biondi, Jr.</b>	Director	March 15, 2017
<u>/s/ François de Carbonnel</u> <b>François de Carbonnel</b>	Director	March 15, 2017

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<u>/s/ Robert A. Eckert</u> <b>Robert A. Eckert</b>	Director	March 15, 2017
<u>/s/ Greg C. Garland</u> <b>Greg C. Garland</b>	Director	March 15, 2017
<u>/s/ Fred Hassan</u> <b>Fred Hassan</b>	Director	March 15, 2017
<u>/s/ Rebecca M. Henderson</u> <b>Rebecca M. Henderson</b>	Director	March 15, 2017
<u>/s/ Frank C. Herringer</u> <b>Frank C. Herringer</b>	Director	March 15, 2017
<u>/s/ Tyler Jacks</u> <b>Tyler Jacks</b>	Director	March 15, 2017
<u>/s/ Ellen J. Kullman</u> <b>Ellen J. Kullman</b>	Director	March 15, 2017
<u>/s/ Judith C. Pelham</u> <b>Judith C. Pelham</b>	Director	March 15, 2017
<u>/s/ Ronald D. Sugar</u> <b>Ronald D. Sugar</b>	Director	March 15, 2017
<u>/s/ R. Sanders Williams</u> <b>R. Sanders Williams</b>	Director	March 15, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the Plan) 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 this 15<sup>th</sup> day of March, 2017.

AMENDED AND RESTATED AMGEN  
RETIREMENT AND SAVINGS PLAN

By: AMGEN INC.

Plan Administrator

By:

/s/ Robert A. Bradway

Robert A. Bradway

Chairman of the Board, Chief  
Executive Officer and President

**INDEX TO EXHIBITS**

<b>NUMBER</b>	<b>DESCRIPTION</b>
4.1	Restated Certificate of Incorporation of Amgen Inc. (As Restated March 6, 2013.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2013 on May 3, 2013 and incorporated herein by reference.)
4.2	Amended and Restated Bylaws of Amgen Inc. (As Amended and Restated February 15, 2016). (Filed as an exhibit to Form 8-K on February 17, 2016 and incorporated herein by reference.)
4.3	Form of stock certificate for the common stock, par value \$0.0001 of Amgen Inc. (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 1997 on May 13, 1997 and incorporated herein by reference.)
5.1*	Determination letter from the Internal Revenue Service, dated September 18, 2013.
23.1*	Consent of Independent Registered Public Accounting Firm.
24.1*	Power of Attorney (included on signature page to Registration Statement).

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\* Filed herewith.

INTERNAL REVENUE SERVICE  
P.O. Box 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: SEP 18 2013

AMGEN INC.  
C/O PROSKAUER ROSE LLP  
SUZANNE E SOLOMON  
ELEVEN TIMES SQUARE  
NEW YORK, NY 10036-8299

Employer Identification Number:  
95-3540776  
DLN:  
17007301057001  
Person to Contact:  
VICKIE SURGUY ID# 31036  
Contact Telephone Number:  
(513) 263-3583  
Plan Name:  
AMGEN RETIREMENT AND SAVINGS PLAN  
  
Plan Number: 001

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b) (3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provides examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter gives no reliance for any qualification change that becomes effective, any guidance published, or any statutes enacted, after the issuance of the Cumulative List (unless the item has been identified in the Cumulative List) for the cycle under which this application was submitted.

Letter 2002 (DO/CG)



This plan satisfies the requirements of Code section 4975 (e) (7).

This letter may not be relied on after the end of the plan's first five-year remedial amendment cycle that ends more than 12 months after the application was received. This letter expires on January 31, 2017. This letter considered the 2010 Cumulative List of Changes in Plan Qualification Requirements.

This is not a determination with respect to any language in the plan or any amendment to the plan that reflects Section 3 of the Defense of Marriage Act, Pub. L. 104-199, 110 Stat. 2419 (DOMA) or U.S. v. Windsor, 133 S. Ct. 2675 (2013), which invalidated that section.

If you submitted any proposed amendments or a proposed restated plan with your application, those amendments must be adopted no later than the time prescribed under Code section 401(b) in order to retain reliance on this determination letter.

This determination letter considered the plan documents and/or amendments that were submitted with your application.

We have sent a copy of this letter to your representative as indicated in the Form 2848 Power of Attorney or appointee as indicated by the Form 8821 Tax Information Authorization.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely,

/s/ Andrew E. Zuckerman

Andrew E. Zuckerman  
Director, EP Rulings & Agreements

Enclosures:  
Publication 794

Letter 2002 (DO/CG)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Amgen Retirement and Savings Plan (f/k/a Amgen Retirement and Savings Plan) of our reports dated February 14, 2017, with respect to the consolidated financial statements and schedule 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, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California

March 15, 2017