

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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)

May 23, 2012

AMGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-12477
(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)

805-447-1000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On December 15, 2011, Amgen Inc. (the “Company”) filed a Form 8-K announcing that Mr. Kevin W. Sharer, the Chairman of the Board and Chief Executive Officer of the Company, notified the Company of his plans to step down as Chief Executive Officer effective May 23, 2012. Mr. Sharer resigned as Chief Executive Officer effective May 23, 2012. Mr. Sharer has announced his intention to remain as Chairman of the Board and an employee of the Company until the end of 2012, at which time he intends to retire from the Board of Directors (the “Board”) and the Company.

(c) On May 23, 2012, the Board of the Company appointed Mr. Robert A. Bradway, 49, to serve as the Company’s President and Chief Executive Officer, replacing Mr. Sharer. Previously, Mr. Bradway served as the Company’s President and Chief Operating Officer since May 2010. Mr. Bradway has served as a director of the Company since October 2011. Mr. Bradway joined the Company in 2006 as Vice President, Operations Strategy and served as Executive Vice President and Chief Financial Officer from April 2007 to May 2010. Prior to joining the Company, he was a Managing Director and Head of International Banking at Morgan Stanley in London since 2001 where he had responsibility for the firm’s banking department and corporate finance activities in Europe and focused on healthcare. Mr. Bradway has been a director of Norfolk Southern Corporation, a transportation company, since July 2011, serving on its Audit and Finance Committees.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On December 15, 2011, the Board approved an amendment to the Company’s Amended and Restated Bylaws of Amgen Inc. (the “Bylaws”), to be effective upon (i) the requisite affirmative vote on the amendment to the Amgen Inc. Restated Certificate of Incorporation, as amended, by the Company’s stockholders at the 2012 Annual Meeting of Stockholders and (ii) the filing of the Certificate of Amendment of Restated Certificate of Incorporation of Amgen Inc. with the Secretary of State of the State of Delaware by the Company.

The amendment to the Company’s Restated Certificate of Incorporation was approved by a majority of outstanding shares entitled to vote on the matter at the Company’s 2012 Annual Meeting of Stockholders (see Item 5.07 below) and the amendment to the Company’s Bylaws will be effective upon the filing of the Certificate of Amendment of Restated Certificate of Incorporation of Amgen Inc. with the Secretary of State of the State of Delaware.

The amendment to the Company’s Bylaws modifies Article III, Section 13 to enable stockholders to act by a consent in writing by stockholders as provided by, and subject to the limitations in, the Company’s Restated Certificate of Incorporation.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment to the Bylaws, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2012 Annual Meeting of Stockholders on May 23, 2012. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Item 1 - Election of Directors

Each of the following 14 nominees for director were elected to serve a one-year term expiring at the Company's 2013 annual meeting of stockholders and until his or her successor is elected and qualified, or until his or her earlier retirement, resignation, disqualification, removal or death.

Name	Votes For	Votes Against	Abstain	Broker Non-Votes
Dr. David Baltimore	592,738,380	5,325,693	1,016,958	83,374,675
Mr. Frank J. Biondi, Jr.	550,853,782	47,104,402	1,122,847	83,374,675
Mr. Robert A. Bradway	594,855,380	3,153,346	1,072,305	83,374,675
Mr. François de Carbonnel	594,904,797	2,809,872	1,366,362	83,374,675
Dr. Vance D. Coffman	583,715,625	14,289,662	1,075,744	83,374,675
Dr. Rebecca M. Henderson	595,496,648	2,526,790	1,057,592	83,374,675
Mr. Frank C. Herring	554,220,493	43,758,590	1,101,948	83,374,675
Dr. Tyler Jacks	595,665,936	2,346,592	1,068,502	83,374,675
Dr. Gilbert S. Omenn	592,455,477	5,538,133	1,087,421	83,374,675
Ms. Judith C. Pelham	592,536,201	5,470,920	1,073,909	83,374,675
Admiral J. Paul Reason, USN (Retired)	553,974,279	43,997,667	1,109,084	83,374,675
Mr. Leonard D. Schaeffer	554,671,492	43,292,246	1,117,292	83,374,675
Mr. Kevin W. Sharer	583,293,788	14,785,108	1,002,134	83,374,675
Dr. Ronald D. Sugar	552,604,048	45,300,971	1,176,011	83,374,675

On May 23, 2012, the Board appointed Dr. Jacks, a newly elected director, to serve on the Corporate Responsibility and Compliance Committee.

Item 2 - Ratification of Selection of Independent Registered Public Accountants

Ernst & Young LLP was ratified as the Company's independent registered public accountants for the fiscal year ending December 31, 2012. No Broker Non-Votes resulted from the vote on this proposal.

For:	675,375,512
Against:	5,707,820
Abstain:	1,372,373

Item 3 - Advisory Vote to Approve Our Executive Compensation

The advisory vote to approve our executive compensation was approved.

For:	522,121,442
Against:	68,448,304
Abstain:	8,511,284
Broker Non-Votes:	83,374,675

Item 4 – Approval of Amendment to Our Restated Certificate of Incorporation to Authorize Stockholder Action by Written Consent

The amendment to our Restated Certificate of Incorporation to authorize stockholder action by written consent was approved.

For:	547,610,266
Against:	48,233,361
Abstain:	3,237,403
Broker Non-Votes:	83,374,675

Item 5 - Stockholder Proposals

Stockholder Proposal #1

The stockholder proposal relating to an independent Chairman of the Board was not approved.

For:	249,686,984
Against:	347,080,465
Abstain:	2,313,582
Broker Non-Votes:	83,374,675

Stockholder Proposal #2

The stockholder proposal relating to transparency in animal use was not approved.

For:	30,710,829
Against:	406,466,548
Abstain:	161,903,654
Broker Non-Votes:	83,374,675

Stockholder Proposal #3

The stockholder proposal relating to a request for disclosure of lobbying policies and practices was not approved.

For:	115,810,933
Against:	349,634,477
Abstain:	133,635,620
Broker Non-Votes:	83,374,675

Stockholder Proposal #4

The stockholder proposal relating to the CEO to serve on a maximum of one other board was not approved.

For:	21,956,511
Against:	573,721,006
Abstain:	3,403,513
Broker Non-Votes:	83,374,675

No other matters were submitted for stockholder action.

A copy of the press release announcing the vote results is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 First Amendment to the Amended and Restated Bylaws of Amgen Inc.

99.1 Press Release, dated May 23, 2012

SIGNATURE

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: May 23, 2012

By: /s/ David J. Scott

Name: David J. Scott

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

Document Description

3.1	First Amendment to the Amended and Restated Bylaws of Amgen Inc.
99.1	Press Release, dated May 23, 2012

**FIRST AMENDMENT
TO THE AMENDED AND RESTATED BYLAWS
OF AMGEN INC.**

Article III, Section 13 of the Bylaws is deleted in its entirety and shall be replaced in its entirety with the following:

Article III Stockholders' Meetings

Section 13. Action Without Meeting. Any action required or permitted to be taken by the stockholders of the corporation must be effected at a duly called annual or special meeting of such holders or may be effected by a consent in writing by stockholders as provided by, and subject to the limitations in, the Certificate of Incorporation.



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News Release

AMGEN ANNOUNCES VOTING RESULTS OF ANNUAL MEETING OF STOCKHOLDERS

Kevin W. Sharer Retires -- Board of Directors Elects Robert A. Bradway as CEO

THOUSAND OAKS, Calif., May 23, 2012 -- Amgen (NASDAQ:AMGN) today announced voting results from the Company's Annual Meeting of Stockholders, held at the Four Seasons Hotel, Westlake Village, Calif. Approximately 87 percent of outstanding shares were represented at the meeting. The director nominees David Baltimore, Robert A. Bradway, Frank J. Biondi, Jr., Vance D. Coffman, François de Carbonnel, Rebecca M. Henderson, Frank C. Herring, Gilbert S. Omenn, Judith C. Pelham, J. Paul Reason, USN (Retired), Leonard D. Schaeffer, Kevin W. Sharer and Ronald D. Sugar were each reelected to Amgen's Board of Directors. Tyler Jacks, a new nominee for director was also elected. Each director received at least 92 percent of the votes cast "For." With the reelection of the directors, and the addition of Dr. Jacks, Amgen currently has 14 directors.

With approximately 99 percent of the votes cast "For," stockholders ratified Ernst & Young as Amgen's independent registered public accountants for the year ending Dec. 31, 2012.

Stockholders approved on an advisory basis, the named executive officer compensation, commonly known as "Say-on-Pay." The non-binding proposal gives stockholders the opportunity to endorse or not endorse Amgen's executive pay programs and policies. In 2011, Amgen's compensation programs were modified to reflect the core concerns of our stockholders and to better align executive pay with Amgen's performance. Today, Say-on-Pay received approximately 87 percent of the votes cast "For" the proposal.

Stockholders approved a management proposal recommending that the Company's Restated Certificate of Incorporation be amended to authorize stockholder action by written consent. Approximately 70 percent of outstanding shares were cast "For" the proposal.

Stockholders rejected proposals recommending an independent Chairman of the Board, transparency in animal use, disclosure of lobbying policies and practices and that the CEO serve on a maximum of one other Board, with the proposals receiving 42 percent, 5 percent, 19 percent and 4 percent of the votes cast "For" the proposals, respectively.

Today, Kevin W. Sharer retired from his post as CEO and the Board of Directors appointed Robert A. Bradway as Amgen's fourth CEO. Sharer will remain as Chairman of the Company's Board of Directors until Dec. 31, 2012, at which time he will retire from the Board and from the Company. It is the intention of the Board of Directors to elect Bradway Chairman of the Board when Sharer retires from that position at the end of 2012.

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 and 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 our vital medicines, visit www.amgen.com. Follow us on www.twitter.com/amgen.

Forward-Looking Statements

This news release contains forward-looking statements that involve significant risks and uncertainties, including those discussed below and others that can be found in our Form 10-K for the year ended Dec. 31, 2011, and in our periodic reports on Form 10-Q and Form 8-K. Amgen is providing this information as of the date of this news release and does not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

No forward-looking statement can be guaranteed and actual results may differ materially from those we project. The Company's results may be affected by our ability to successfully market both new and existing products domestically and internationally, clinical and regulatory developments (domestic or foreign) involving current and future products, sales growth of recently launched products, competition from other products (domestic or foreign) and difficulties or delays in manufacturing our products. In addition, sales of our products are affected by reimbursement policies imposed by third-party payers, 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 health care 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 our products. Furthermore, our research, testing, pricing, marketing and other operations are subject to extensive regulation by domestic and foreign government regulatory authorities. We, or others, could identify safety, side effects or manufacturing problems with our products after they are on the market. Our business may be impacted by government investigations, litigation and product liability claims. Further, while we routinely obtain patents for our products and technology, the protection offered by our patents and patent applications may be challenged, invalidated or circumvented by our competitors. We depend on third parties for a significant portion of our manufacturing capacity for the supply of certain of our current and future products and limits on supply may constrain sales of certain of our current products and product candidate development. In addition, we compete with other companies with respect to some of our marketed products as well as for the discovery and development of new products. Discovery or identification of new product candidates cannot be guaranteed and movement from concept to product is uncertain; consequently, there can be no guarantee that any particular product candidate will be successful and become a commercial product. Further, some raw materials, medical devices and component parts for our products are supplied by sole third-party suppliers. Our business performance could affect or limit the ability of our Board of Directors to declare a dividend or our ability to pay a dividend or repurchase our common stock.

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