

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

**SCHEDULE TO
(Amendment No. 1)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

AMGEN INC.

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Common Shares, par value \$0.0001 per share
(Title of Class of Securities)

031162100
(CUSIP Number of Common Stock)

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

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Catherine M. Clarkin, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$10,000,000,000	\$1,245,000

* The transaction value is estimated only for purposes of calculating the filing fee. This amount is based on the offer to purchase up to \$10 billion in value of shares of the common stock, \$0.0001 par value per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$124.50 per million dollars of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$ 1,245,000	Filing Party:	Amgen Inc.
Form or Registration No.:	Schedule TO	Date Filed:	February 5, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third Party Tender Offer)



SCHEDULE TO

This Amendment No. 1 (the "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") originally filed with the United States Securities and Exchange Commission (the "SEC") by Amgen Inc., a Delaware corporation ("Amgen" or the "Company"), on February 5, 2018, in connection with the Company's offer to purchase up to \$10 billion in value of shares of its common stock, \$0.0001 par value per share (the "Shares"), at a price not greater than \$200 nor less than \$175 per Share, to the seller in cash, less any applicable withholding taxes and without interest.

Only those items amended are reported in this Amendment No. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO. You should read this Amendment No. 1 together with the Schedule TO, the Offer to Purchase dated February 5, 2018 and the related Letter of Transmittal.

ITEM 12. EXHIBITS

- (a)(1)(i) Offer to Purchase, dated February 5, 2018.*
- (a)(1)(ii) Form of Letter of Transmittal (including IRS Form W-9).*
- (a)(1)(iii) Notice of Guaranteed Delivery.*
- (a)(1)(iv) Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(1)(v) Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
- (a)(1)(vi) Internal Communications Materials, dated February 5, 2018.*
- (a)(1)(vii) Letter of Transmittal for Tender of Shares of Common Stock of Amgen Inc. for Participants in the Amended and Restated Employee Stock Purchase Plan.**
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i) Excerpted Transcript of Amgen Inc.'s Earnings Conference Call on February 1, 2018.*
- (a)(5)(ii) Summary Advertisement, dated February 5, 2018.*
- (a)(5)(iii) Notice to Directors and Executive Officers of Amgen Inc. regarding the Potential Complete Blackout in Transactions Involving Shares of Amgen Common Stock, dated February 5, 2018. (Filed as an exhibit to Form 8-K on February 5, 2018 and incorporated herein by reference.)
- (a)(5)(iv) Notice to Directors and Executive Officers of Amgen Inc. regarding Trading Restrictions, dated February 5, 2018.**
- (b) Not applicable.
- (d)(1) Amgen Inc. Amended and Restated 2009 Equity Incentive Plan. (Filed as Appendix C to the Definitive Proxy Statement on Schedule 14A on April 8, 2013 and incorporated herein by reference.)

- (d)(2) First Amendment to Amgen Inc. Amended and Restated 2009 Equity Incentive Plan, effective March 4, 2015. (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2015 on April 27, 2015 and incorporated herein by reference.)
- (d)(3) Second Amendment to Amgen Inc. Amended and Restated 2009 Equity Incentive Plan, effective March 2, 2016. (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2016 on May 2, 2016 and incorporated herein by reference.)
- (d)(4) Form of Stock Option Agreement for the Amgen Inc. Amended and Restated 2009 Equity Incentive Plan. (As Amended on December 20, 2016.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2016 on February 14, 2017 and incorporated herein by reference.)
- (d)(5) Form of Restricted Stock Unit Agreement for the Amgen Inc. Amended and Restated 2009 Equity Incentive Plan. (As Amended on December 20, 2016.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2016 on February 14, 2017 and incorporated herein by reference.)
- (d)(6) Amgen Inc. 2009 Performance Award Program. (As Amended on March 2, 2016.) (Filed as an exhibit to Form 10-Q for the quarter ended March 31, 2016 on May 2, 2016 and incorporated herein by reference.)
- (d)(7) Form of Performance Unit Agreement for the Amgen Inc. 2009 Performance Award Program. (As Amended on December 20, 2016.) (Filed as an exhibit to Form 10-K for the year ended December 31, 2016 on February 14, 2017 and incorporated herein by reference.)
- (d)(8) Amgen Inc. 2009 Director Equity Incentive Program. (As Amended on 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.)
- (d)(9) Form of Grant of Non-Qualified Stock Option Agreement for the Amgen Inc. 2009 Director Equity Incentive Program. (Filed as an exhibit to Form 8-K on May 8, 2009 and incorporated herein by reference.)
- (d)(10) Form of Restricted Stock Unit Agreement for the Amgen Inc. 2009 Director Equity Incentive Program. (As Amended on 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.)
- (d)(11) Agreement between Amgen Inc. and David W. Meline, effective July 21, 2014. (Filed as an exhibit to Form 10-Q for the quarter ended September 30, 2014 on October 29, 2014 and incorporated herein by reference.)
- (d)(12) Agreement between Amgen Inc. and Jonathan Graham, dated May 11, 2015. (Filed as an exhibit to Form 10-Q/A for the quarter ended June 30, 2015 on August 6, 2015 and incorporated herein by reference.)
- (d)(13) Agreement between Amgen Inc. and Lori Johnston, dated October 25, 2016. (Filed as an exhibit to Form 10-K for the year ended December 31, 2016 on February 14, 2017 and incorporated herein by reference.)
- (g) Not applicable.
- (h) Not applicable.
- * Previously filed.
- ** Filed herewith.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

AMGEN INC.

Dated: February 5, 2018

By: /s/ Mary A. Lehmann

Name: Mary A. Lehmann

Title: Vice President, Finance and Treasurer

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- * Previously filed.
- ** Filed herewith.

AMGEN[®]

000004



MR A SAMPLE
 DESIGNATION (IF ANY)
 ADD 1
 ADD 2
 ADD 3
 ADD 4
 ADD 5
 ADD 6

Holder Account Number

C 1234567890

JNT



**Letter of Transmittal For Tender of Shares of Common Stock
 of AMGEN INC.
 AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN ("ESPP")
 At a Purchase Price Not Greater than
 \$200.00 per Share Nor Less than \$175.00 per Share Pursuant
 to the Offer to Purchase Dated February 5, 2018**

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS FOR ESPP HOLDERS WILL EXPIRE AT 4:00 P.M., NEW YORK CITY TIME, ON THURSDAY, MARCH 1, 2018, UNLESS THE OFFER IS EXTENDED.

THIS FORM SHOULD BE COMPLETED, SIGNED AND SENT WITH ALL OTHER DOCUMENTS, TO COMPUTERSHARE TRUST COMPANY, N.A. AT ONE OF THE ADDRESSES SET FORTH BELOW. DELIVERY OF THIS LETTER OF TRANSMITTAL OR OTHER DOCUMENTS TO AN ADDRESS OTHER THAN AS SET FORTH BELOW DOES NOT CONSTITUTE VALID DELIVERY. DELIVERIES TO AMGEN INC. ("AMGEN"), MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED AND MORGAN STANLEY & CO. LLC (THE "DEALER MANAGERS"), AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC (THE "DEPOSITARY"), OR D.F. KING & CO., INC. (THE "INFORMATION AGENT") WILL NOT BE FORWARDED AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY.

BY FAX: 1-617-360-6810

By Mail:

**Computershare Trust Company, N.A.
 c/o Corporate Actions – Voluntary
 P.O. Box 43011
 Providence, RI 02940-3011**

By Overnight Courier:

**Computershare Trust Company, N.A.
 c/o Corporate Actions – Voluntary
 250 Royall Street, Suite V
 Canton, MA 02021**

To Participants in the Amgen Inc. Amended and Restated Employee Stock Purchase Plan

Dear Client:

Enclosed is information regarding a tender offer by Amgen Inc. to purchase up to \$10 billion in value of shares of its common stock, \$.0001 par value per share (the "Shares") at a cash purchase price not greater than \$200.00 per Share nor less than \$175.00 per Share.

We are the holder of record of Shares held for your account. If you do not respond to this notice, no Shares will be tendered on your behalf in the Offer.

Cash received from any Shares tendered and accepted for payment by the Company will be distributed to participants by check. Any Shares tendered, but not accepted by the Company will remain in your account.

Please note the following:

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YOU MUST SIGN THIS LETTER OF TRANSMITTAL WHERE INDICATED BELOW AND COMPLETE THE IRS FORM W-9 PROVIDED BELOW OR APPROPRIATE IRS FORM W-8.

THE UNDERSIGNED IS TENDERING SHARES AS FOLLOWS (CHECK ONLY ONE BOX UNDER (1) OR (2) BELOW).

DESCRIPTION OF SHARES TENDERED

Number of Shares Tendered _____

1. SHARES TENDERED AT PRICE DETERMINED UNDER THE OFFER

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Shares Tendered At Price Determined By Stockholder,” the undersigned hereby tenders Shares at the purchase price as shall be determined by Amgen in accordance with the terms of the Offer.

The undersigned wants to maximize the chance that Amgen will accept for payment all of the Shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes below, the undersigned hereby tenders Shares at, and is willing to accept, the purchase price determined by Amgen in accordance with the terms of the Offer. The undersigned understands that this action will result in the undersigned’s Shares being deemed to be tendered at the minimum price of \$175.00 per Share for purposes of determining the Final Purchase Price. This may effectively lower the Final Purchase Price and could result in the undersigned receiving a per Share price as low as \$175.00.

2. SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER

By checking ONE of the following boxes INSTEAD OF THE BOX UNDER “Shares Tendered At Price Determined Under The Offer,” the undersigned hereby tenders Shares at the price checked. The undersigned understands that this action could result in Amgen purchasing none of the Shares tendered hereby if the purchase price determined by Amgen for the Shares is less than the price checked below.

- \$175.00 \$176.00 \$177.00 \$178.00 \$179.00 \$180.00
- \$181.00 \$182.00 \$183.00 \$184.00 \$185.00 \$186.00
- \$187.00 \$188.00 \$189.00 \$190.00 \$191.00 \$192.00
- \$193.00 \$194.00 \$195.00 \$196.00 \$197.00 \$198.00
- \$199.00 \$200.00

CHECK ONLY ONE BOX UNDER (1) OR (2) ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, THERE IS NO VALID TENDER OF SHARES.

A STOCKHOLDER DESIRING TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SHARES ARE TENDERED. THE SAME SHARES CANNOT BE TENDERED, UNLESS PREVIOUSLY PROPERLY WITHDRAWN AS PROVIDED IN SECTION 4 OF THE OFFER TO PURCHASE, AT MORE THAN ONE PRICE.

YOUR INSTRUCTIONS TO US MUST BE FORWARDED TO US PROMPTLY IN ORDER TO PERMIT US TO SUBMIT A TENDER ON YOUR BEHALF IN ACCORDANCE WITH THE PROVISIONS OF THE OFFER TO PURCHASE. ALTHOUGH THE OFFER IS PRESENTLY SCHEDULED TO EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF MONDAY, MARCH 5, 2018, WE MUST RECEIVE YOUR INSTRUCTIONS BY **NO LATER THAN 4:00 P.M., NEW YORK CITY TIME, ON THURSDAY, MARCH 1, 2018** IN ORDER TO BE ABLE TO ACT ON YOUR INSTRUCTIONS IN A TIMELY FASHION (UNLESS THE OFFER IS EXTENDED BY THE COMPANY). *If you decide to withdraw your offer to tender your shares, please provide instructions to Computershare in writing to the aforementioned address.*

Continued on Reverse

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Very truly yours,

Computershare Trust Co., N.A.
Agent, AMGEN INC. Amended and Restated Employee Stock
Purchase Plan

The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares in any jurisdiction in which the making or acceptance thereof would not be in compliance with the laws of such jurisdiction.

I have read and understand the Offer to Purchase and related Letter of Transmittal for the ESPP and I agree to be bound by the terms of the Offer. I hereby direct the Agent to deliver the proceeds from the sale of the Shares to me promptly after the expiration of the tender offer. I understand and declare that if the tender of my Shares is accepted, the payment therefore will be full and adequate compensation for these Shares in my judgment.

DATE

SIGNATURE OF PARTICIPANT

SOCIAL SECURITY NUMBER

PLEASE PRINT NAME, ADDRESS AND TELEPHONE
NUMBER BELOW (NAME,
ADDRESS AND SHARE AMOUNTS WILL BE PRINTED)

NOTE: THIS TENDER INSTRUCTION FORM MUST BE COMPLETED AND SIGNED IF SHARES HELD IN THE ESPP ARE TO BE TENDERED. IF THE FORM IS NOT SIGNED, THE DIRECTIONS INDICATED WILL NOT BE ACCEPTED. PLEASE RETURN THIS TENDER INSTRUCTION FORM TO THE AGENT FOR THE ESPP, USING THE PREAMBITTED REPLY ENVELOPE PROVIDED OR VIA FAX OR OVERNIGHT DELIVERY AS INDICATED IN YOUR TENDER MATERIALS. YOUR INSTRUCTION FORM MUST BE RECEIVED BY 4:00 P.M., NEW YORK CITY TIME, ON THURSDAY, MARCH 1, 2018.

YOUR DECISION WHETHER OR NOT TO HAVE YOUR PLAN SHARES TENDERED WILL BE KEPT CONFIDENTIAL.

MRA SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

C 1234567890

A M G N

Memorandum

Date: February 5, 2018
To: Amgen Board of Directors and Executive Officers
From: Jonathan P. Graham
Subject: Trading Restrictions

As you are aware, the Company has launched a modified Dutch auction tender offer to purchase up to \$10 billion of its common stock that is expected to expire at 12:00 midnight, Eastern Standard Time, at the end of Monday, March 5, 2018, unless extended.

We wanted to remind you of the importance of pre-clearing all stock transactions during the next few months. Due to the tender offer and our scheduled first quarter trading blackout period there will be prohibitions and/or limitations on your ability to buy or sell Amgen shares or exercise Amgen stock options.

Until the completion of the tender offer (and for ten business days thereafter), you may not purchase any Amgen stock or exercise any Amgen stock options. In addition, while like other stockholders you may receive tender offer materials instructing you how to tender/sell Amgen stock in the tender offer transaction, you should not tender/sell any Amgen stock in the tender offer.

Please contact me at (XXX) XXX-XXX or XXXXXX XXXXXXXXX at (XXX) XXX-XXXX should you have any questions.