

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

SYNERGEN, INC.
(NAME OF SUBJECT COMPANY)

AMGEN ACQUISITION SUBSIDIARY, INC.

AMGEN INC.
(BIDDER)

COMMON STOCK, \$.01 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

871594107
(CUSIP NUMBER OF CLASS OF SECURITIES)

MARGARET VALEUR-JENSEN, PH.D.
SENIOR COUNSEL
AMGEN INC.
AMGEN CENTER
1840 DEHAVILLAND DRIVE
THOUSAND OAKS, CA 91320-1789
TELEPHONE: (805) 447-1000
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSONS AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDER)

COPY TO:

GEORGE A. VANDEMAN, ESQ.
LATHAM & WATKINS
633 WEST FIFTH STREET, SUITE 4000
LOS ANGELES, CALIFORNIA 90071
TELEPHONE: (213) 485-1234

TENDER OFFER

Amgen Acquisition Subsidiary, Inc., a Delaware corporation ("Purchaser") and Amgen Inc., a Delaware corporation ("Parent") hereby amend and supplement their Tender Offer Statement on Schedule 14D-1 (the "Statement") originally filed on November 23, 1994, as amended by Amendment No. 1 filed on December 2, 1994, with respect to Purchaser's offer to purchase all outstanding shares of Common Stock, par value \$.01 per share, of Synergen, Inc., a Delaware corporation (the "Company"), including the associated preferred stock purchase rights at a price of \$9.25 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated November 23, 1994 and in the related Letter of Transmittal.

ITEM 10. ADDITIONAL INFORMATION.

(c) The information set forth in the Press Release attached hereto as Exhibit 99.(a)(14) is incorporated herein by this reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

99.(a)(14) Press Release issued by Parent on December 14, 1994.

SIGNATURE

After due inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, correct and complete.

AMGEN ACQUISITION SUBSIDIARY, INC.

By /s/ Thomas E. Workman, Jr.

Chief Executive Officer

Dated: December 14, 1994

SIGNATURE

After due inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, correct and complete.

AMGEN INC.

By /s/ Gordon M. Binder

Chief Executive Officer and
Chairman of the Board

Dated: December 14, 1994

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
99. (a) (14)	Press Release issued by Parent on December 14, 1994.....	

AMGEN RECEIVES
FEDERAL TRADE COMMISSION
ANTITRUST CLEARANCE

Investor Contact:	Media Contact:
Sarah H. Crampton	David Kaye
Director, Investor Relations and	Manager, Product
Corporate Communications	Communications
(805) 447-1659	(805) 447-6692

FOR IMMEDIATE RELEASE

THOUSAND OAKS, Calif., December 14, 1994 -- Amgen today announced that the Federal Trade Commission (FTC) has granted early termination of the waiting period required by the Hart-Scott-Rodino Antitrust Improvements Act, for Amgen's pending tender offer for Synergen, Inc.

"The early clearance by the FTC enables us to continue to move toward the expected completion of the pending tender offer on December 21st," said Gordon Binder, Amgen's chairman and chief executive officer.

On November 18, 1994, Amgen announced it had signed a merger agreement with Synergen through which Amgen would acquire Synergen. In accord with the merger agreement, a subsidiary of Amgen (Amgen Acquisition Subsidiary, Inc.) commenced a cash tender offer for all outstanding shares of Synergen common stock at \$9.25 per share on November 23, 1994.

The tender offer is scheduled to expire at 12:00 midnight, New York City time on Wednesday, December 21, 1994, unless extended. Under the merger agreement, early termination or expiration of the Hart-Scott-Rodino waiting period is one of the conditions to complete the tender offer. Once the other conditions set forth in the merger agreement have been met, Amgen will consummate the purchase of Synergen shares pursuant to the tender offer.

Amgen (NASDAQ:AMGN) is a global biotechnology company that discovers, develops, manufactures and markets human therapeutics based on advanced cellular and molecular biology.