

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

(FINAL AMENDMENT)

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
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TELEPHONE: (805) 447-1000
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSONS AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDER)

COPY TO:

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CUSIP NO. 871594107

1 NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

AMGEN ACQUISITION SUBSIDIARY, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(e) or 2(f)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,919,202 SHARES OF COMMON STOCK

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7)
 EXCLUDES CERTAIN SHARES

/ /

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

91.2%

10 TYPE OF REPORTING PERSON

CO

CUSIP NO. 871594107

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

AMGEN INC.

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CO

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, Amendment No. 2 filed on December 14, 1994, and Amendment No. 3 filed on December 19, 1994, with respect to Purchaser's offer to purchase all outstanding shares of Common Stock, par value \$.01 per share (the "Shares"), of Synergen, Inc., a Delaware corporation (the "Company"), including the associated preferred stock purchase rights (all references to "Shares" shall include a reference to such 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 (which together constitute the "Offer"). The Offer expired at midnight, New York City time, on Wednesday, December 21, 1994. At the expiration of the Offer, based on a preliminary count by the depository, 23,919,202 Shares (representing approximately 91.2% of the outstanding Shares) had been tendered pursuant to the Offer. This amendment constitutes Purchaser's and Parent's final amendment to the Statement pursuant to General Instruction D of Schedule 14D-1.

ITEM 5. PURPOSE OF THE TENDER OFFER AND PLANS OR PROPOSALS OF THE BIDDER

(c) Upon consummation of the merger of Purchaser into the Company, all pre-merger officers of the Company will be removed and replaced with the following officers of Parent, for the positions indicated: (a) N. Kirby Alton -- Senior Vice President, Development, (b) Robert S. Attiyeh -- Senior Vice President, Finance and Corporate Development, (c) Daniel Vapnek -- Senior Vice President, Research, (d) Michael Bevilacqua -- Vice President, Inflammation and Medicinal Chemistry, (e) Gordon M. Binder -- Chief Executive Officer, (f) Kevin W. Sharer -- President and Chief Operating Officer and (g) Thomas E. Workman, Jr. -- Vice President, Secretary and General Counsel.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

(a)-(b) Based on a preliminary count by the depository, 23,919,202 Shares (representing approximately 91.2% of the outstanding Shares) had been tendered to Purchaser pursuant to the Offer which expired at midnight New York City time on Wednesday, December 21, 1994. Purchaser has accepted and will pay for, in accordance with the terms of the Offer, all of the Shares validly tendered. Parent may be deemed to beneficially own the Shares accepted for payment by Purchaser because Purchaser is a wholly owned subsidiary of Parent.

ITEM 10. ADDITIONAL INFORMATION.

(a) Parent may enter into a six month consulting contract with Greg Abbott, the current Chief Executive Officer of the Company, following completion of the merger between Purchaser and the Company. Mr. Abbott would be paid approximately \$125,000 pursuant to such contract.

(f) The information set forth in Exhibit 99.(a)(16) is incorporated herein by this reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

99.(a)(16) Press Release issued by Parent on December 22, 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 22, 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 22, 1994

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	SEQUENTIALLY NUMBERED PAGE -----
99.(a)(16)	Press Release issued by Parent on December 22, 1994.....	

AMGEN ANNOUNCES SUCCESS OF
TENDER OFFER FOR SYNERGEN

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FOR IMMEDIATE RELEASE

Thousand Oaks, Calif., December 22, 1994 -- Amgen today announced that it has successfully completed its cash tender offer for the outstanding shares of common stock of Synergen, Inc. at \$9.25 per share.

The tender offer by Amgen's wholly owned subsidiary expired at midnight EST on December 21, 1994.

Amgen has been informed by the depositary for the tender offer that, as of midnight EST Wednesday, December 21, 1994 and based upon a preliminary count, approximately 91% of the outstanding shares of common stock of Synergen had been tendered and not withdrawn. Amgen has accepted and will pay for, in accordance with the terms of the offer, all of the shares validly tendered.

As previously announced, any shares of Synergen's common stock not tendered and purchased pursuant to the offer will be acquired in a subsequent merger transaction at the same \$9.25 per share cash price. It is anticipated that the merger will be effected as promptly as possible.

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