

MEDIMMUNE INC /DE
Form 10-Q/A
December 22, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q/A

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended September 30, 2003

MedImmune, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-19131
(Commission File No.)

52-1555759
(I. R. S. Employer
Identification No.)

35 West Watkins Mill Road, Gaithersburg, MD 20878

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(301) 417-0770**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined by Rule 12b-2 of the Exchange Act). Yes No

As of November 5, 2003, 247,535,950 shares of Common Stock, par value \$0.01 per share, were outstanding.

Explanatory Note

This Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 is being filed solely for the purpose of amending the Exhibit Index hereto and filing Exhibits 10.26.3 and 10.195, filed herewith.

PART I - OTHER INFORMATION

Exhibits:

- 10.26.3* Third Amendment to the Distribution Agreement between MedImmune, Inc. and Abbott International dated July 1, 2003.
- 10.195* Master Amendment Agreement between MedImmune, Inc. and Wyeth dated September 30, 2003
- 31.1 Certification pursuant to 18 USC Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification pursuant to 18 USC Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification pursuant to 18 USC Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 Certification pursuant to 18 USC Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, furnished as permitted by Item 601(b)(32)(ii) of Regulation S-K. This Exhibit 32 is not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and is not and should not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

* Certain portions of this Exhibit were omitted by means of redacting a portion of the text. This Exhibit has been filed separately with the Secretary of the Commission pursuant to our application requesting confidential treatment under Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

(b) Reports on Form 8-K:

| Report Date | Event Reported |
|--------------------|--|
| July 10, 2003 | MedImmune Announces Proposed \$500 Million Convertible Notes Offering |
| July 24, 2003 | MedImmune Reports Record Revenues for 2003 Six-Month Period and Second Quarter. |
| August 14, 2003 | MedImmune Announces Addition of Dr. David Baltimore, Ph.D. to Board of Directors |

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MEDIMMUNE, INC.

(Registrant)

Date: December 22, 2003

/s/ Gregory S. Patrick
Gregory S. Patrick
Senior Vice President and Chief Financial Officer
Principal Financial Officer

Date: December 22, 2003

/s/ Lota S. Zoth
Lota S. Zoth
Vice President and Controller
Principal Accounting Officer

EXHIBIT INDEX

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