

ALEXION PHARMACEUTICALS INC
 Form 4
 June 24, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER FELIX

2. Issuer Name and Ticker or Trading Symbol
ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE, 21ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
NEW YORK, NY US 10065

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/22/2015		A		65,811 ⁽¹⁾	A	(3) 65,811	D	
Common Stock	06/22/2015		A		66,154 ⁽²⁾	A	(3) 66,154	D	
Common Stock	06/22/2015		A		94,412 ⁽⁴⁾	A	(3) 94,412	I	See Footnote ⁽⁴⁾
Common Stock	06/22/2015		A		506,166 ⁽⁵⁾	A	(3) 506,166	I	See Footnotes ^{(7) (9) (10)}

Common Stock	06/22/2015	A	6,103,033 <u>(6)</u>	A	(3)	6,103,033	I	See Footnotes <u>(8)</u> <u>(9)</u> <u>(10)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X			
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X			
Baker Bros. Advisors (GP) LLC 667 MADISION AVENUE 21ST FLOOR NEW YORK, NY US 10065	X			
667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X			
Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X			

BAKER BROS. ADVISORS LP
667 MADISON AVENUE, 21ST FLOOR X
NEW YORK, NY US 10065

Signatures

/s/ Felix J. Baker		06/24/2015
	**Signature of Reporting Person	Date
/s/ Julian C. Baker		06/24/2015
	**Signature of Reporting Person	Date
Baker Bros. Advisors (GP), LLC, Name: Scott L Lessing, Title: President /s/ Scott L Lessing		06/24/2015
	**Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to Baker Brothers 667, L.P. Name: Scott L. Lessing Title: President /s/		06/24/2015
	**Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P. Name: Scott L. Lessing Title: President /s/		06/24/2015
	**Signature of Reporting Person	Date
Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing		06/24/2015
	**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Acquisition of 65,811 shares of Common Stock of Alexion Pharmaceuticals, Inc. (the "Issuer") directly held by Felix J. Baker in connection with the Merger Agreement (as defined below).
- (2) Acquisition of 66,154 shares of Common Stock of the Issuer directly held by Julian C. Baker in connection with the Merger Agreement (as defined below).
- (3) Acquisition of common shares in connection with the completion of the acquisition of Synageva Biopharma Corp. ("Synageva") by the Issuer pursuant to the Agreement and Plan of Reorganization (the "Merger Agreement") dated May 5, 2015, by and among the Issuer, Synageva, Merger Sub Inc. and Galaxy Merger Sub LLC. Pursuant to the Merger Agreement, each of Synageva's common shares were exchanged for \$115 in cash and 0.6581 shares of the Issuer's common stock (the "Merger Consideration").
- (4) Acquisition of 94,412 shares of Common Stock of the Issuer pursuant to the Merger Agreement directly held by FBB Associates. Felix J. Baker and Julian C. Baker are the sole partners of FBB Associates. Felix J. Baker and Julian C. Baker each disclaims beneficial ownership of the securities held directly by FBB Associates except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that Felix J. Baker or Julian C. Baker is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (5) Acquisition of 506,166 shares of Common Stock of the Issuer pursuant to the Merger Agreement directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC.
- (6) Acquisition of 6,103,033 shares of Common Stock of the Issuer pursuant to the Merger Agreement directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital,

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L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC.

- (7) After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

- (8) After giving effect to the transaction reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

- (9) Includes 12,763, 33,608 and 20,226 shares of Common Stock of the Issuer held directly, respectively by Julian C. Baker, Felix J. Baker and Stephen R. Biggar received from their service on the Board of Directors of Synageva ("Synageva Board") and its predecessor ("Predecessor Board"). Julian C. Baker, a principal of Baker Bros. Advisors LP (the "Adviser"), served on the Board of a predecessor of Synageva as a representative of the Funds (as defined below). Felix J. Baker, a principal of the Adviser, and Stephen R. Biggar, an employee of the Adviser served on the Board of Synageva. Felix J. Baker serves on the Board of the Issuer (the "Board"). Pursuant to the policies of the Adviser, Julian C. Baker, Felix J. Baker and Stephen R. Biggar do not have any right to any of Synageva's or the Issuer's securities issued as part of their service on the Board, the Synageva Board or the Predecessor Board and the Funds (as defined below) are entitled to receive all the pecuniary interest in the securities issued. The Funds (as defined below) each own an indirect proportionate pecuniary interest in the stock options or common shares received for service on the Board, the Synageva Board or the Predecessor Board. Solely as a result of Felix J. Baker's and Julian C. Baker's ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the stock options and common shares received from their service on the Board, the Synageva Board or the Predecessor Board (i.e. no direct pecuniary interest).

- (10) The Adviser serves as the Investment Adviser to 667 and Life Sciences (collectively, the "Funds"). In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:

Felix J. Baker is a director of Alexion Pharmaceuticals, Inc. (the "Issuer"). By virtue of their representation on the Board of Directors

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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