

AMGEN INC  
Form SC TO-C  
November 07, 2011

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

**SCHEDULE TO**  
**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)

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**David J. Scott, 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:*

**Charles K. Ruck, Esq.**

**Gregory P. Rodgers, Esq.**

**Latham & Watkins LLP**

**885 Third Avenue**

**New York, New York 10022**

**(212) 906-1200**

**CALCULATION OF FILING FEE**

**Transaction Valuation\***

Not applicable

**Amount Of Filing Fee\***

Not applicable

\* A filing fee is not required with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

\*\* 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: N/A  
Form or Registration No.: N/A

Filing Party: N/A  
Date Filed: N/A

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

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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)

**Item 12 Exhibits**

**Exhibit**

| <b>No.</b> | <b><u>Document Description</u></b>                         |
|------------|--|
| 99.1       | Press Release, dated November 7, 2011.                     |
| 99.2       | Internal Communications Materials, dated November 7, 2011. |

**INDEX OF EXHIBITS**

**Exhibit**

| <b>No.</b> | <b><u>Document Description</u></b>                         |
|------------|--|
| 99.1       | Press Release, dated November 7, 2011.                     |
| 99.2       | Internal Communications Materials, dated November 7, 2011. |