

AMGEN INC
Form 8-K
May 11, 2017

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

May 11, 2017

Date of Report (Date of earliest event reported)

AMGEN INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-37702
(Commission

File Number)

95-3540776
(I.R.S. Employer of

Identification Number)

One Amgen Center Drive

Thousand Oaks, CA
(Address of Principal Executive Offices)

91320-1799
(Zip Code)

805-447-1000

(Registrant's Telephone Number, Including Area Code)

N/A

Edgar Filing: AMGEN INC - Form 8-K

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On May 11, 2017, Amgen Inc. (the Company) issued and sold \$300,000,000 of its Senior Floating Rate Notes due 2019 (the 2019 Floating Rate Notes), \$300,000,000 of its Senior Floating Rate Notes due 2020 (the 2020 Floating Rate Notes) and, together with the 2019 Floating Rate Notes, the Floating Rate Notes), \$700,000,000 of its 1.900% Senior Notes due 2019 (the 2019 Fixed Rate Notes), \$700,000,000 of its 2.200% Senior Notes due 2020 (the 2020 Fixed Rate Notes) and \$1,500,000,000 of its 2.650% Senior Notes due 2022 (the 2022 Fixed Rate Notes) and, together with the 2019 Floating Rate Notes, the 2020 Floating Rate Notes, the 2019 Fixed Rate Notes and the 2020 Fixed Rate Notes, the Notes). The Notes are registered under an effective Registration Statement on Form S-3 (Registration No. 333-216060) (the Registration Statement), filed on February 14, 2017, and were issued pursuant to an indenture, dated as of May 22, 2014 (the Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, and an officer's certificate, dated as of May 11, 2017 (the Officer's Certificate), setting forth the terms of the Notes. Net proceeds to the Company from the offering were approximately \$3,483,548,000, after deducting underwriters' discounts and estimated offering expenses payable by the Company.

The relevant terms of the Notes are set forth in the Indenture, included as Exhibit 4.1 of the Company's Current Report on Form 8-K, filed on May 22, 2014, and incorporated herein by reference, and the Officer's Certificate (including forms of the Notes) attached hereto as Exhibit 4.2 and incorporated herein by reference.

The 2019 Floating Rate Notes will pay interest at a floating rate equal to three-month LIBOR plus 0.32% per annum, and the 2020 Floating Rate Notes will pay interest at a floating rate equal to three-month LIBOR plus 0.45% per annum. Interest on the 2019 Floating Rate Notes will be payable in cash quarterly in arrears on February 10, May 10, August 10 and November 10 of each year, beginning on August 10, 2017, and interest on the 2020 Floating Rate Notes will be payable in cash quarterly in arrears on February 11, May 11, August 11 and November 11 of each year, beginning on August 11, 2017. The 2019 Floating Rate Notes and the 2020 Floating Rate Notes will mature on May 10, 2019 and May 11, 2020, respectively.

The 2019 Fixed Rate Notes will bear interest at a rate of 1.900% per annum, the 2020 Fixed Rate Notes will bear interest at a rate of 2.200% per annum and the 2022 Fixed Rate Notes will bear interest at a rate of 2.650% per annum, which, in the case of the 2019 Fixed Rate Notes, shall be payable in cash semi-annually in arrears on each May 10 and November 10, beginning on November 10, 2017, and, in the case of the 2020 Fixed Rate Notes and the 2022 Fixed Rate Notes, shall be payable in cash semi-annually in arrears on each May 11 and November 11, beginning on November 11, 2017. The 2019 Fixed Rate Notes, the 2020 Fixed Rate Notes and the 2022 Fixed Rate Notes will mature on May 10, 2019, May 11, 2020 and May 11, 2022, respectively.

In the event of a change in control triggering event, as defined in the Officer's Certificate attached hereto as Exhibit 4.2, the holders of the Notes may require the Company to purchase for cash all or a portion of their Notes at a purchase price equal to 101% of the principal amount of Notes, plus accrued and unpaid interest, if any. The descriptions of the Indenture, the Officer's Certificate and the Notes in this report are summaries and are qualified in their entirety by the terms of the Indenture, the Officer's Certificate and the Notes, respectively.

The Notes will rank equal in right of payment to all of the Company's other existing and future senior unsecured indebtedness, senior in right of payment to all of the Company's existing and future subordinated indebtedness, effectively subordinated in right of payment to all of the Company's subsidiaries' obligations (including secured and unsecured obligations) and subordinated in right of payment to the Company's secured obligations, to the extent of the assets securing such obligations.

Item 8.01. Other Events.

The Company is filing the computation of its ratio of earnings to fixed charges for the three months ended March 31, 2017 and each of the five years from 2012 through 2016 as Exhibit 12.1 hereto, which is incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Document Description
1.1	Underwriting Agreement, dated May 8, 2017, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC, Barclays Capital Inc. and Mizuho Securities USA LLC, as representatives of the several underwriters named therein.
4.1	Indenture, dated as of May 22, 2014, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Amgen Inc.'s Current Report on Form 8-K filed on May 22, 2014).
4.2	Officer's Certificate of the Company, dated as of May 11, 2017, including forms of the Company's Senior Floating Rate Notes due 2019, Senior Floating Rate Notes due 2020, 1.900% Senior Notes due 2019, 2.200% Senior Notes due 2020 and 2.650% Senior Notes due 2022.
5.1	Opinion of Latham & Watkins LLP, dated May 11, 2017.
12.1	Statement Regarding the Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).

SIGNATURE

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.

AMGEN INC.

Date: May 11, 2017

By: /s/ MARY A. LEHMANN
Name: Mary A. Lehmann
Title: Vice President, Finance and Treasurer

EXHIBIT INDEX

Exhibit No.	Document Description
1.1	Underwriting Agreement, dated May 8, 2017, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC, Barclays Capital Inc. and Mizuho Securities USA LLC, as representatives of the several underwriters named therein.
4.1	Indenture, dated as of May 22, 2014, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Amgen Inc.'s Current Report on Form 8-K filed on May 22, 2014).
4.2	Officer's Certificate of the Company, dated as of May 11, 2017, including forms of the Company's Senior Floating Rate Notes due 2019, Senior Floating Rate Notes due 2020, 1.900% Senior Notes due 2019, 2.200% Senior Notes due 2020 and 2.650% Senior Notes due 2022.
5.1	Opinion of Latham & Watkins LLP, dated May 11, 2017.
12.1	Statement Regarding the Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).