

ALKERMES INC  
Form 8-K  
May 22, 2009

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**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  
Date of report (Date of earliest event reported): May 22, 2009  
ALKERMES, INC.  
(Exact Name of Registrant as Specified in its Charter)**

**PENNSYLVANIA**  
(State or Other Jurisdiction of Incorporation)

**1-14131**  
(Commission  
File Number)

**23-2472830**  
(I.R.S. Employer  
Identification No.)

**88 Sidney Street**  
**Cambridge, Massachusetts**  
(Address of principal executive offices)

**02139**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 494-0171**

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 (*see* General Instruction A.2. below):

- 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))
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SIGNATURE

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Ex-10.1 2008 Stock Option and Incentive Plan, Restricted Stock Unit Award Certificate (Time Vesting Only)

Ex-10.2 2008 Stock Option and Incentive Plan, Restricted Stock Unit Award Certificate (Performance Vesting Only)

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 3, 2009, the Compensation Committee of the Board of Directors of Alkermes, Inc. approved the forms of grant certificates pursuant to which restricted stock unit awards will be made under the Alkermes, Inc. 2008 Stock Option and Incentive Plan (the 2008 Plan ). The adoption of the 2008 Plan and grant certificates for stock option awards under the 2008 Plan were previously disclosed in the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 7, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

- |      |                                                                                                                          |
|------|--------------------------------------------------------------------------------------------------------------------------|
| 10.1 | Alkermes, Inc. 2008 Stock Option and Incentive Plan, Restricted Stock Unit Award Certificate (Time Vesting Only).        |
| 10.2 | Alkermes, Inc. 2008 Stock Option and Incentive Plan, Restricted Stock Unit Award Certificate (Performance Vesting Only). |
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**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.

**ALKERMES, INC.**

Date: May 22, 2009

By: /s/ James M. Frates  
James M. Frates  
Senior Vice President, Chief Financial Officer  
and  
Treasurer

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