

AMGEN INC  
Form S-8 POS  
November 06, 2009

As filed with the Securities and Exchange Commission on November 6, 2009

Registration No. 2-91724

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**Form S-8 Registration Statement No. 33-5111**

**Form S-8 Registration Statement No. 2-86618**

**Form S-8 Registration Statement No. 2-91724**

**Form S-8 Registration Statement No. 33-24013**

**Form S-8 Registration Statement No. 33-29791**

**Form S-8 Registration Statement No. 333-144678**

**Form S-8 Registration Statement No. 333-92424**

**Form S-8 Registration Statement No. 333-132932**

**Form S-8 Registration Statement No. 333-118254**

**Form S-8 Registration Statement No. 333-74585**

**Form S-8 Registration Statement No. 333-141304**

**UNDER**

**THE SECURITIES ACT OF 1933**

# AMGEN INC.

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of Incorporation)*

**95-3540776**  
*(I.R.S. Employer Identification No.)*

**One Amgen Center Drive**

**Thousand Oaks, California 91320-1799**

**(805) 447-1000**

*(Address of principal executive offices, including zip code)*

**1984 Stock Option Plan**

**1981 Incentive Stock Option Plan**

**Nonqualified Stock Option Plan of Amgen Inc.**

**Amended and Restated 1988 Stock Option Plan of Amgen Inc.**

**Amended and Restated 1987 Directors Stock Option Plan**

**Amgen Inc. Assumed Ilypsa, Inc. Stock Plan (f/k/a the Ilypsa Inc. 2003 Stock Plan)**

**Immunex Corporation Stock Option Plan for Nonemployee Directors**

**Amgen Inc. Amended and Restated 1999 Employee Stock Purchase Plan (f/k/a the Immunex Corporation**

**1999 Employee Stock Purchase Plan)**

**Amgen Inc. Profit Sharing 401(k) Plan and Trust (f/k/a the Immunex Corporation Profit Sharing 401(k) Plan  
and Trust)**

**Abgenix, Inc. 1998 Director Option Plan, as amended and restated**

**Tularik Inc. 1991 Stock Plan, as amended**

**Tularik Inc. Amended and Restated 1997 Non-Employee Directors Stock Option Plan, as amended**

**Amgen Salary Savings Plan (f/k/a Tularik Salary Savings Plan)**

**Perlman Nonstatutory Stock Option Agreement**

**Amgen Limited Sharesave Plan**

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Amgen Technology Ireland Irish Tax Approved Share Plan

*(Full title of the plan)*

**David J. Scott, Esq.**  
**Senior Vice President, General Counsel**  
**and Secretary**  
**One Amgen Center Drive**  
**Thousand Oaks, California 91320-1799**  
**(805) 447-1000**

**Copy to:**  
**Charles K. Ruck**  
**Latham & Watkins LLP**  
**650 Town Center Drive, Suite 2000**  
**Costa Mesa, California 92626**  
**(714) 540-1235**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large Accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-Accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE / DEREGISTRATION OF UNSOLD SECURITIES**

Amgen Inc. (the Company) previously registered shares of the Company's common stock, \$0.0001 par value per share, under the following registration statements (the Registration Statements) concerning shares issuable under certain employee benefit and equity plans and agreements. The Company is filing these post-effective amendments to the Registration Statements (Post-Effective Amendments) in order to deregister any securities registered and unsold under the Registration Statements and to terminate the Registration Statements. The approximate number of unsold shares is set forth below with respect to each Registration Statement. The shares are being removed from registration and the Registration Statements are being terminated because the plans referenced below have now expired or been terminated and all shares that were issuable under the plans have been issued.

| Registration No. | Date Filed With the SEC | Name of Equity Plan or Agreement                                                                                                    | Number of Shares Originally Registered <sup>1</sup> | Approximate Number of Shares Deregistered <sup>2</sup> |
|------------------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------|
| 2-91724          | 6/15/84                 | 1984 Stock Option Plan                                                                                                              | 3,000,000                                           | 0                                                      |
| 33-5111          | 4/23/86                 |                                                                                                                                     | 7,200,000                                           | 2,502,928                                              |
| 2-86618          | 9/20/83                 | 1981 Incentive Stock Option Plan and Nonqualified Stock Option Plan of Amgen Inc.                                                   | 47,987,328                                          | 7,815,552                                              |
| 33-24013         | 8/26/88                 | Amended and Restated 1988 Stock Option Plan of Amgen Inc.                                                                           | 36,000,000                                          | 249,224                                                |
| 33-29791         | 7/6/89                  | Amended and Restated 1987 Directors' Stock Option Plan                                                                              | 4,800,000                                           | 0                                                      |
| 33-42501         | 8/28/91                 |                                                                                                                                     | 2,400,000                                           | 2,112,052                                              |
| 333-144678       | 7/18/2007               | Amgen Inc. Assumed Ilypsa, Inc. Stock Plan (f/k/a the Ilypsa Inc. 2003 Stock Plan)                                                  | 21,992                                              | 3,494                                                  |
| 333-92424        | 7/16/2002               | Immunex Corporation Stock Option Plan for Nonemployee Directors                                                                     | 347,880                                             | 15,600                                                 |
|                  |                         | Amgen Inc. Amended and Restated 1999 Employee Stock Purchase Plan (f/k/a the Immunex Corporation 1999 Employee Stock Purchase Plan) | 1,298,005                                           | 1,251,841                                              |
|                  |                         | Amgen Inc. Profit Sharing 401(k) Plan and Trust (f/k/a the Immunex Corporation Profit Sharing 401(k) Plan and Trust)                | 649,455                                             | 432,235                                                |
| 333-132932       | 4/3/2006                | Abgenix, Inc. 1998 Director Option Plan, as amended and restated                                                                    | 89,900                                              | 0                                                      |
| 333-118254       | 8/16/2004               | Tularik Inc. 1991 Stock Plan, as amended                                                                                            | 38,710                                              | 4,059                                                  |
|                  |                         | Tularik Inc. Amended and Restated 1997 Non-Employee Directors' Stock Option Plan, as amended                                        | 90,200                                              | 39,689                                                 |
|                  |                         | Amgen Salary Savings Plan (f/k/a Tularik Salary Savings Plan)                                                                       | 28,664                                              | 28,304                                                 |
|                  |                         | Perlman Nonstatutory Stock Option Agreement                                                                                         | 9,020                                               | 0                                                      |
| 333-74585        | 3/17/1999               | Amgen Limited Sharesave Plan                                                                                                        | 400,000                                             | 372,839                                                |
| 333-141304       | 3/15/2007               | Amgen Technology Ireland Irish Tax Approved Share Plan                                                                              | 600,000                                             | 592,168                                                |

<sup>1</sup> The number of shares originally registered have been adjusted as appropriate to reflect the following stock splits effected by the Company: 2 for 1 stock split on August 10, 1990; 3 for 1 stock split on September 10, 1991; 2 for 1 stock split on August 15, 1995; 2 for 1 stock split on February 26, 1999; and 2 for 1 stock split on November 19, 1999.

<sup>2</sup> A 0 in this column indicates that all shares originally registered under the registration statement were issued.

**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant, Amgen Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing these Post-Effective Amendments and has duly caused and authorized the officers whose signatures appear below to sign these Post-Effective Amendments on its behalf by the undersigned, in the City of Thousand Oaks, State of California, on November 6, 2009.

AMGEN INC.

By: /s/ David J. Scott  
David J. Scott  
Senior Vice President, General Counsel and  
Secretary

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**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes and appoints Kevin W. Sharer and Robert A. Bradway and David J. Scott as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments (including these Post-Effective Amendments filed herewith) to the Registration Statements listed herein above, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to those attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments have been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                   | <b>Title</b>                                                                                                | <b>Date</b>      |
|----------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------|
| /s/ Kevin W. Sharer<br>Kevin W. Sharer             | Chairman of the Board, Chief Executive Officer and President,<br>and Director (Principal Executive Officer) | November 6, 2009 |
| /s/ Robert A. Bradway<br>Robert A. Bradway         | Executive Vice President and Chief Financial Officer (Principal<br>Financial Officer)                       | November 6, 2009 |
| /s/ Michael A. Kelly<br>Michael A. Kelly           | Vice President, Finance and Chief Accounting Officer (Principal<br>Accounting Officer)                      | November 6, 2009 |
| /s/ David Baltimore<br>David Baltimore             | Director                                                                                                    | November 6, 2009 |
| /s/ Frank J. Biondi, Jr.<br>Frank J. Biondi, Jr.   | Director                                                                                                    | November 6, 2009 |
| /s/ François de Carbonnel<br>François de Carbonnel | Director                                                                                                    | November 6, 2009 |
| /s/ Jerry D. Choate<br>Jerry D. Choate             | Director                                                                                                    | November 6, 2009 |
| /s/ Vance D. Coffman<br>Vance D. Coffman           | Director                                                                                                    | November 6, 2009 |
| /s/ Frederick W. Gluck<br>Frederick W. Gluck       | Director                                                                                                    | November 6, 2009 |

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|--------------------------------------------------|----------|------------------|
| /s/ Rebecca M. Henderson<br>Rebecca M. Henderson | Director | November 6, 2009 |
| /s/ Frank C. Herringer<br>Frank C. Herringer     | Director | November 6, 2009 |
| /s/ Gilbert S. Omenn<br>Gilbert S. Omenn         | Director | November 6, 2009 |
| /s/ Judith C. Pelham<br>Judith C. Pelham         | Director | November 6, 2009 |
| /s/ J. Paul Reason<br>J. Paul Reason             | Director | November 6, 2009 |
| /s/ Leonard D. Schaeffer<br>Leonard D. Schaeffer | Director | November 6, 2009 |

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                             |
|---------------------------|------------------------------------------------|
| 24.1                      | Power of Attorney (included on signature page) |