

ALEXION PHARMACEUTICALS INC

FORM 8-K (Current report filing)

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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): March 2, 2017**

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

0-27756

(Commission
File Number)

13-3648318

(I.R.S. Employer
Identification No.)

100 College Street, New Haven, Connecticut 06510

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (475) 230-2596

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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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On March 2, 2017, Leonard Bell, M.D., Founder of Alexion Pharmaceuticals Inc. (Alexion) and a member of the Board of Directors of Alexion (the Board), informed the Board that he will not stand for reelection as a Board member and will retire as Chairman of the Board and as a Director at the end of his term effective as of the Annual Meeting of Shareholders scheduled for May 10, 2017. Dr. Bell will continue to serve as Chairman of the Board and as a director until his retirement. Dr. Bell's retirement was not the result of any disagreement with Alexion on any matter relating to Alexion's operations, policies or practices.

In connection with Dr. Bell's retirement, the Company and Dr. Bell entered into an amendment to their Letter Agreement, dated April 1, 2015 (the Amendment), which addresses the treatment of equity awards held by Dr. Bell. The Amendment provides that Dr. Bell's equity awards will become immediately vested (to the extent earned, in the case of any performance share units held by Dr. Bell) upon his retirement and that he may continue to exercise his stock option awards through their applicable expiration dates.

The foregoing description is only a summary of the Amendment. The Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

In addition, a copy of Alexion's press release announcing Dr. Bell's retirement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Amendment to Letter Agreement, by and between Alexion Pharmaceuticals, Inc. and Dr. Leonard Bell, dated March 2, 2017.

99.1 Press Release issued by Alexion Pharmaceuticals, Inc. on March 2, 2017 relating to the retirement of Dr. Bell.

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.

Date: March 2, 2017

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary

Leonard Bell, M.D.

By Hand and by Email

Dear Dr. Bell:

Effective as of the date hereof, this letter (the "Amendment") amends the letter agreement between you and Alexion Pharmaceuticals, Inc. (the "Company"), dated April 1, 2015, setting forth the treatment of certain outstanding equity awards granted to you by the Company (the "Letter Agreement"). All capitalized terms used in this Amendment shall have the meanings ascribed to them in the Letter Agreement unless otherwise expressly provided herein.

In consideration of your service on the Company's Board of Directors and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, you and the Company agree to amend the Letter Agreement as follows:

1. Amendment to Section 2(a) of the Letter Agreement. Section 2(a) of the Letter Agreement is hereby amended as follows:

A. The first sentence is hereby amended by substituting the phrase "March 2, 2017" for the phrase "March 31, 2015".

B. The second sentence is hereby amended by substituting the phrase "March 2, 2017" for the phrase "after the date hereof" immediately prior to the period.

2. Amendment to Section 2(c) of the Letter Agreement. Section 2(c) of the Letter Agreement is hereby amended in its entirety to read as follows:

"Notwithstanding the foregoing or the provisions of the Equity Plan or any applicable Equity Award agreement to the contrary, if (i) your service on the Board is terminated due to your death, or your service on the Board involuntarily terminates without Cause (as defined below) (e.g., the Board does not nominate you for reelection under circumstances where you are otherwise willing to continue to serve on the Board), (ii) your term of service on Board terminates because you do not stand for reelection as a Director at the Company's 2017 annual meeting of stockholders, or (iii) a Change in Control occurs, any then outstanding and unvested Restricted Units and Performance Units that are then "Earned Units" (as determined in accordance with the terms of the applicable Performance Unit award and Section 2(d) of this Agreement) will vest in full and any then outstanding and unvested Stock Options will vest in full and become exercisable and each Stock Option will remain exercisable until the expiration of its original term. Upon any other termination of your service on the Board, any then outstanding and unvested Equity Awards will terminate."

3. Effect of Amendment: Miscellaneous. Except as expressly amended herein, the Letter Agreement will continue in full force and effect in accordance with its terms. The Letter Agreement, as amended by the Amendment, embodies the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior communications, agreements and understandings, whether written or oral, with respect to the same. This Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same instrument. This Amendment is a Delaware contract and will be will be construed and enforced under and be governed in all respects by the laws of the State of Delaware, without regard to any conflict of laws principles that would result in the application of the laws of any other jurisdiction.

[Remainder of page intentionally left blank.]

This Amendment has been executed by the Company, by its duly authorized representative, and by Dr. Bell as of the date first written above.

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Title: SVP of Law and Corporate Secretary

LEONARD BELL, M.D.

/s/ Leonard Bell
Signature



**LEONARD BELL, M.D., ALEXION'S FOUNDER,
ANNOUNCES PLANS TO RETIRE AS CHAIRMAN AND BOARD MEMBER**

-- Board Expects to Appoint Interim CEO, David Brennan, to Succeed Dr. Bell as Chairman --

NEW HAVEN, Conn.—March 2, 2017 — Leonard Bell, M.D, Founder of Alexion Pharmaceuticals Inc. (NASDAQ: ALXN), has informed the Board of Directors that he will not stand for reelection as a Board member and will retire as Chairman of the Board and as a Director at the end of his term, effective as of the Annual Meeting of Shareholders scheduled for May 10, 2017. In accepting Dr. Bell's decision, the Board announced that it expects to appoint David Brennan, Alexion's Interim Chief Executive Officer and fellow Board member, to succeed Dr. Bell as Chairman.

R. Douglas Norby, Alexion's Lead Independent Director, said, "On behalf of the entire Board of Directors, we want to extend our deep appreciation to Lenny for his extraordinary vision and leadership over the past 25 years. Lenny is a giant in the field of biotechnology and one of the industry's true pioneers who helped usher in the era of modern medicine. His unwavering commitment and perseverance to medical research, his advocacy for serving patients and their families through breakthrough medical innovation, and his stewardship of the Company have all contributed to making Alexion the global biopharmaceutical leader it is today. As Lenny retires, we are very pleased that the Board plans on appointing David Brennan as our new Chairman following the Annual Meeting. David's deep knowledge of Alexion, including the insights he is now gaining as our Interim CEO, make him ideally suited to serve as our next Chairman, and we look forward to his important ongoing contributions to the Company."

Dr. Bell said, "I am incredibly proud of all that we have achieved over the past 25 years since Alexion was founded, and I have great confidence in the future of the Company. Since my retirement as CEO in 2015, it has been highly gratifying to continue to work closely with the Board and management as Chairman. I am very much looking forward to spending increasing time with my family, and also exploring new and different opportunities. I am extremely grateful to and would like to thank all the employees of Alexion and, most importantly, encourage them to continue their important mission of discovering and developing new breakthrough therapies to transform the lives of patients who suffer from rare and devastating disorders."

Interim CEO, David Brennan said, "Since joining the Alexion Board of Directors in 2014 and being named Interim CEO late last year, I have gotten to know and deeply respect Lenny for the exceptional foresight and determination he so passionately brings to Alexion. He will be missed, and it will be my distinct honor to succeed him as Chairman. Since becoming Interim CEO, I am even more impressed with Alexion, the caliber of our employees, and their commitment to serving patients with our transformative therapies. Our team is focused on our mission, and we are working hard to drive significant, long-term growth that benefits all of our stakeholders. The Board and I look forward to partnering with Alexion's new CEO, once he or she is announced, to continue the Company's progress and to execute on our strategy as a leader and innovator in the global biopharmaceutical industry."

About Leonard Bell, M.D.

Dr. Bell was the principal founder of Alexion in 1992 and served as the Chief Executive Officer from the Company's inception until he retired as CEO on March 31, 2015. Under his leadership Alexion grew to become a global biopharmaceutical company with employees serving patients with severe and life-threatening disorders in 50 countries through fully integrated research, discovery, development, manufacturing, and commercial capabilities.

Prior to founding Alexion, Dr. Bell was an attending physician at Yale-New Haven Hospital and Assistant Professor of Medicine and Pathology at the Yale University School of Medicine, where he also received his M.D. degree. Dr. Bell was a recipient of the numerous awards and honors as an academic scientist prior to founding Alexion.

Dr. Bell received his A.B. from Brown University and M.D. from Yale University School of Medicine. Dr. Bell is currently an Adjunct Assistant Professor of Medicine and Pathology at the Yale University School of Medicine.

About David R. Brennan

Mr. Brennan has been serving as Alexion's Interim Chief Executive Officer since December 2016, while the Company conducts a search for a permanent CEO. Once that new CEO is identified, Mr. Brennan will continue as Alexion's Chairman. Mr. Brennan has been a Director of Alexion since July 2014 and has served on the Strategy and Risk Committee, the Quality Compliance Committee, and the Science and Innovation Committee. From 2006 to 2012, he served as Chief Executive Officer and Executive Director of AstraZeneca PLC, one of the world's largest pharmaceutical companies. Mr. Brennan worked for AstraZeneca in increasing roles of responsibility, including as Executive Vice President of North America from 2001 to 2006 and as Senior Vice President of Commercialization and Portfolio Management from 1999 to 2001. Prior to the merger of Astra AB and Zeneca Plc, he served as Senior Vice President of Business Planning and Development of Astra Pharmaceuticals LP, the American subsidiary of Astra AB. Mr. Brennan began his career in 1975 at Merck and Co. Inc., where he rose from Sales Representative in the U.S. Division to General Manager of Chibret International, a French subsidiary of Merck.

He received a BA in business administration from Gettysburg College, where he is a member of the Board of Trustees.

About Alexion

Alexion is a global biopharmaceutical company focused on developing and delivering life-transforming therapies for patients with devastating and rare disorders. Alexion is the global leader in complement inhibition and has developed and commercializes the first and only approved complement inhibitor to treat patients with paroxysmal nocturnal hemoglobinuria (PNH) and atypical hemolytic uremic syndrome (aHUS), two life-threatening ultra-rare disorders. In addition, Alexion's metabolic franchise includes two highly innovative enzyme replacement therapies for patients with life-threatening and ultra-rare disorders, hypophosphatasia (HPP) and lysosomal acid lipase deficiency (LAL-D). Alexion is advancing its rare disease pipeline with highly innovative product candidates in multiple therapeutic areas. This press release and further information about Alexion can be found at: www.alexion.com.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements often include words such as "anticipate," "believe," "expect," "will," or similar expressions. Forward-looking statements are subject to factors that may cause Alexion's results and plans to differ from those expected, including for example, risks related to potential disruptions to our business as a result of the leadership changes, the risk that hiring a new CEO may take longer than

anticipated, and a variety of other risks set forth from time to time in Alexion's filings with the U.S. Securities and Exchange Commission, including but not limited to the risks discussed in Alexion's Annual Report on Form 10-K for the period ended December 31, 2016 and in our other filings with the U.S. Securities and Exchange Commission. Alexion does not intend to update any of these forward-looking statements to reflect events or circumstances after the date hereof, except when a duty arises under law.

Alexion Contacts:

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