

AMGEN INC  
Form S-3ASR  
March 08, 2006  
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As filed with the Securities and Exchange Commission on March 8, 2006

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-3

## REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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# Amgen Inc.

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**95-3540776**  
(I.R.S. Employer Identification Number)

**One Amgen Center Drive**

**Thousand Oaks, California 91320-1799**

**(805) 447-1000**

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

David J. Scott, Esq.

Copy To:

Senior Vice President, General Counsel and Secretary

Gregory P. Rodgers, Esq.

One Amgen Center Drive

Charles K. Ruck, Esq.

Thousand Oaks, California 91320-1799

Latham & Watkins LLP

(805) 447-1000

633 West Fifth Street, Suite 4000

(Name, Address, Including Zip Code, and Telephone

Los Angeles, California 90071-2007

Number, Including Area Code, of Agent for Service)

(213) 485-1234

**Approximate date of commencement of proposed sale to the public:** From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

### Calculation of Registration Fee

| Title of each class of securities to be registered   | Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock, \$.0001 par value (including attached Preferred Share Purchase Rights), Preferred Stock, \$.0001 par value, Debt Securities and Warrants | (1)(2)                  | (1)(2)                                   | (1)(2)                                    | (3)                        |

(1) Omitted pursuant to Form S-3 General Instruction II.E.

(2)

## Edgar Filing: AMGEN INC - Form S-3ASR

Such indeterminate number or amount of common stock, preferred stock, debt securities and warrants is being registered as may from time to time be resold at indeterminate prices. This Registration Statement also includes such indeterminate amount of common stock, preferred stock and debt securities as may be resold from time to time upon exercise of warrants or conversion of convertible securities being registered hereunder.

(3) Deferred in reliance upon Rule 456(b) and Rule 457(r).

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**PROSPECTUS**

**AMGEN INC.**

**Common Stock**

**Preferred Stock**

**Debt Securities**

**Warrants**

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This prospectus relates to the potential resale from time to time by the selling security holders to be named in any accompanying prospectus supplement of some or all of the securities acquired from us or that will be acquired from us by such selling security holders from time to time in unregistered private offerings.

Each time the selling security holders resell securities, we will provide a supplement to this prospectus that contains specific information about the offering by the selling security holders and the terms of the securities. The supplement may also add, update or change information contained in this prospectus. You should carefully read this prospectus and the accompanying prospectus supplement before you invest in any of such securities.

The selling security holders may offer and sell the following securities:

common stock;

preferred stock;

debt securities; and/or

warrants.

We will receive no proceeds from any sale by the selling security holders of the securities covered by this prospectus and any accompanying prospectus supplement, but in some cases we have agreed to pay certain registration expenses.

Our common stock is traded on the Nasdaq National Market under the symbol AMGN.

See **RISK FACTORS** on page 3 for information you should consider before buying any securities hereunder.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

## Edgar Filing: AMGEN INC - Form S-3ASR

If any agents or underwriters are involved in the sale of any of these securities, the applicable prospectus supplement will provide the names of the agents or underwriters and any applicable fees, commissions or discounts.

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**The date of this prospectus is March 8, 2006.**

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You should rely only on the information contained or incorporated by reference in this prospectus and in any supplement to this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus and the accompanying prospectus supplement is accurate as of the date on their respective covers. Our business, financial condition, results of operations and prospects may have changed since that date.

When used in this prospectus, the terms Amgen, we, our and us refer to Amgen Inc. and its consolidated subsidiaries, unless otherwise specified.

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process. Under this process, the selling security holders to be named under the heading **Selling Security Holders** in any accompanying prospectus supplement may sell, from time to time, in one or more offerings, common stock, preferred stock, debt securities and/or warrants in one or more offerings. These securities were acquired from us or will be acquired from us from time to time in one or more unregistered private offerings. The accompanying prospectus supplement will set forth specific information about the terms of the applicable offering by the selling security holders. Such prospectus supplement may add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement together with additional information described under the heading **Where You Can Find More Information**.

**FORWARD-LOOKING STATEMENTS**

All statements included or incorporated by reference in this prospectus and any accompanying prospectus supplement, other than statements of historical facts, that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. This prospectus and any accompanying prospectus supplement contain forward-looking statements that are based on current expectations, estimates, forecasts and projections about us, our future performance, our business, our beliefs and our management's assumptions. In addition, we, or others on our behalf, may make forward-looking statements in press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. Words such as expect, anticipate, outlook, could, target, project, intend, plan, believe, seek, may, assume, or continue, and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. We have based our forward-looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. We caution you that actual outcomes and results may differ materially from what is expressed, implied or forecast by our forward-looking statements. Reference is made in particular to forward-looking statements regarding product sales, reimbursement, expenses, earnings per share, liquidity and capital resources and trends. Except as required under the federal securities laws and the rules and regulations of the SEC, we do not have any intention or obligation to update publicly any forward-looking statements after the distribution of this prospectus and any accompanying prospectus supplement, whether as a result of new information, future events, changes in assumptions or otherwise.

You are cautioned not to rely unduly on any forward-looking statements. These risks and uncertainties are discussed in more detail under **Business and Management's Discussion and Analysis of Financial Condition and Results of Operations** in our reports and other documents on file with the SEC. You may obtain copies of these documents as described under **Where You Can Find More Information** below.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also read and copy any document we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. We maintain a website at [www.amgen.com](http://www.amgen.com). The information contained on our website is not incorporated by reference in this prospectus and any accompanying prospectus supplement and you should not consider it a part of this prospectus and any accompanying prospectus supplement.

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This prospectus and any accompanying prospectus supplement incorporates important business and financial information about us that is not included in or delivered with this prospectus and any accompanying prospectus supplement. The information incorporated by reference is considered to be part of this prospectus and any accompanying prospectus supplement, except for any information superseded by information in this prospectus and any accompanying prospectus supplement. This prospectus and any accompanying prospectus supplement incorporates by reference the documents set forth below that have previously been filed with the SEC:

Annual Report on Form 10-K for the year ended December 31, 2004;

Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2005, June 30, 2005 and September 30, 2005;

Current Reports on Form 8-K filed January 31, 2005, March 4, 2005, March 11, 2005, April 6, 2005, April 22, 2005 (only that Current Report filed pursuant to Items 2.02, 8.01 and 9.01), April 25, 2005, May 5, 2005, May 6, 2005, July 14, 2005, August 10, 2005, October 20, 2005, November 22, 2005, December 8, 2005, December 15, 2005, February 13, 2006, February 13, 2006, February 15, 2006 and February 21, 2006; and

The description of our common stock, contractual contingent payment rights and preferred share purchase rights contained in our registration statements on Form 8-A filed with the SEC on September 7, 1983 and April 1, 1993, and on Form 8-K filed with the SEC on February 28, 1997 and December 18, 2000, respectively, including any amendment or report filed for the purpose of updating that description.

We are also incorporating by reference additional documents that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this prospectus and any accompanying prospectus supplement through the completion of the offering. We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed filed with the SEC, including our compensation committee report and performance graph (included in the Annual Report on Form 10-K) or any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or certain exhibits furnished pursuant to Item 9.01 of Form 8-K.

You may request a copy of any documents incorporated by reference in this prospectus and any accompanying prospectus supplement, at no cost, by writing or telephoning us at the following address and telephone number:

Amgen Inc.

Attention: Investor Relations

One Amgen Center Drive

Thousand Oaks, California 91320-1799

Tel: 805-447-1000

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference in this prospectus and any accompanying prospectus supplement.

**AMGEN INC.**

We are a global biotechnology company that discovers, develops, manufactures and markets human therapeutics based on advances in cellular and molecular biology.

We were incorporated in California in 1980 and merged into a Delaware corporation in 1987. Our principal executive offices are located at One Amgen Center Drive, Thousand Oaks, California 91320-1799, and our





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telephone number is (805) 447-1000. Our website is located at www.amgen.com. Information contained on our website is not a part of this prospectus or any accompanying prospectus supplement.

**RISK FACTORS**

Before you invest in any of our securities, in addition to the other information in this prospectus and the applicable prospectus supplement, you should carefully consider the risk factors under the heading **Factors That May Affect Amgen** (or similar heading) in our current report on Form 8-K filed with the SEC on February 13, 2006, which is incorporated by reference into this prospectus and the applicable prospectus supplement, as the same may be updated from time to time by our future filings under the Securities Exchange Act.

**USE OF PROCEEDS**

We are filing the registration statement of which this prospectus is a part to permit the holders of our securities described in the section entitled **Selling Security Holders** of the applicable accompanying prospectus supplement to resell such securities. We will not receive any of the proceeds from the resale of the securities from time to time by such holders.

**DIVIDEND POLICY**

Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled ratably to receive dividends, if any, declared by our board of directors out of funds legally available for the payment of dividends. We have not paid cash dividends to date and do not expect to pay any cash dividends in the foreseeable future.

**RATIO OF EARNINGS TO FIXED CHARGES**

|                                    | <b>Year Ended December 31,</b> |             |             |             |             |
|------------------------------------|--------------------------------|-------------|-------------|-------------|-------------|
|                                    | <b>2001</b>                    | <b>2002</b> | <b>2003</b> | <b>2004</b> | <b>2005</b> |
| Ratio of earnings to fixed charges | 46.3x                          | (1)         | 44.8x       | 42.1x       | 32.0x       |

(1) Earnings were approximately \$716 million lower than the amount needed to cover fixed charges in this year, as earnings were impacted by a write-off of acquired in-process research and development of approximately \$3.0 billion related to the acquisition of Immunex Corporation.

For these ratios, earnings is computed by adding income before income taxes and fixed charges (excluding capitalized interest) and excluding Amgen's share of income/losses in its equity method affiliates. Fixed charges consist of interest expense, including capitalized interest, amortized premiums, discounts and capitalized expenses related to indebtedness and estimated interest included in rental expense.

In February 2006, we raised \$5.0 billion of cash proceeds by issuing convertible notes at par in a private placement. Of the \$5.0 billion convertible notes, \$2.5 billion pay interest at 0.125 percent and are due in 2011 and \$2.5 billion pay interest at 0.375 percent and are due in 2013. The notes are convertible into cash, and under certain terms and conditions, shares of our common stock.

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**SELLING SECURITY HOLDERS**

The selling security holders are persons or entities who have acquired or will acquire from us from time to time common stock, preferred stock, debt securities and/or warrants in one or more unregistered private offerings. Such selling security holders are or will be parties to registration rights agreements with us, or we otherwise have agreed or will agree to register their securities for resale. Selling security holders, including their transferees, pledgees, donees or successors, may from time to time offer and sell the securities pursuant to this prospectus or any applicable prospectus supplement.

The selling security holders may offer all or some portion of the securities they hold. To the extent that any of the selling security holders are broker-dealers, they are deemed to be, under interpretations of the SEC, underwriters within the meaning of the Securities Act of 1933, as amended.

The applicable prospectus supplement will set forth the name of each selling security holder and the number and type of our securities beneficially owned by such selling security holder that are covered by such prospectus supplement. The applicable prospectus supplement will also disclose whether any selling security holder has held any position or office with, has been employed by or otherwise has had a material relationship with us during the three years prior to the date of the prospectus supplement.

**PLAN OF DISTRIBUTION**

We are registering the securities to provide the selling security holders with freely tradable securities, but the registration of these securities does not necessarily mean that any of these securities will be offered or sold by the holders.

We will not receive any proceeds from the sale of the securities by the selling security holders, but we have agreed, in certain cases, to pay the following expenses of the registration of such securities:

all registration and filing fees;

fees and expenses for complying with securities or blue sky laws, including reasonable fees and disbursements of counsel in connection with blue sky qualifications; and

the fees and expenses incurred in connection with listing the securities on each securities exchange on which similar issued securities are then listed.

We have no obligation to pay any underwriting fees, discounts or commissions attributable to the resale of the securities by the selling security holders. We also have no obligation to pay any out-of-pocket expenses of the selling security holders, or the agents who manage their accounts, or any transfer taxes relating to the registration or sale of the securities contemplated hereby.

The selling security holders may from time to time sell the securities covered by this prospectus and any accompanying prospectus directly to purchasers. Alternatively, the selling security holders may from time to time offer such securities through dealers or agents, who may receive compensation in the form of commissions from the selling security holders and for the purchasers of such securities for whom they may act as agent. The securities may be sold in one or more transactions at fixed prices, at prevailing market prices, at prices related to the prevailing market prices, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in cross, block or other types of transactions:

on any national securities exchange or U.S. inter-dealer system of a registered national securities association on which the securities may be listed or quoted at the time of sale;

in the over-the-counter market;

in transactions otherwise than on these exchanges or systems or in the over-the-counter market;

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through the writing of options, whether the options are listed on an options exchange or otherwise;

through the settlement of short sales; or

through any other legally available means.

In addition, any securities covered by this prospectus that qualify for sale pursuant to Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than pursuant to this prospectus.

The selling security holders and any dealers or agents that participate in the distribution of such securities may be deemed to be underwriters within the meaning of the Securities Act and any profit on the resale of the securities by them and any commissions received by any of these dealers or agents might be deemed to be underwriting commissions under the Securities Act.

In connection with distribution of the securities covered by this prospectus:

the selling security holders may enter into hedging transactions with broker-dealers;

the broker-dealers may engage in short sales of the securities in the course of hedging the positions they assume with the selling security holders;

the selling security holders may sell the securities short and deliver the securities to close out these short positions;

the selling security holders may enter into option or other transactions with broker-dealers that involve the delivery of the securities to the broker-dealers, who may then resell or otherwise transfer the securities; and

the selling security holders may loan or pledge the securities to a broker-dealer or other person or entity and the broker-dealer or other person or entity may sell the securities so loaned or upon a default may sell or otherwise transfer the pledged securities.

Persons participating in the distribution of the securities offered by this prospectus may engage in transactions that stabilize the price of the securities. The anti-manipulation rules of Regulation M under the Securities Exchange Act may apply to sales of the securities in the market and to the activities of the selling security holders.

To the extent required, the securities to be sold, the names of the selling security holders, the respective purchase prices and public offering prices, the names of any agent, dealer or underwriter, and any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which this prospectus is a part.

**EXPERTS**

The consolidated financial statements of Amgen Inc. appearing in the Amgen Inc. Annual Report (Form 10-K) for the year ended December 31, 2004 (including the schedule appearing therein), and Amgen Inc. management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004 included therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements and management's assessment are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.



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**VALIDITY OF THE SECURITIES**

Latham & Watkins LLP, Los Angeles, California, will pass upon certain legal matters relating to the issuance and sale of the securities. Certain employees of Latham & Watkins LLP and members of their families and other related persons own shares of our common stock. In addition, a partner of Latham & Watkins LLP serves as an officer of Amgen.

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**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION**

Set forth below are the expenses, other than underwriting discounts and commissions, to be incurred by the Registrant in connection with the issuance and distribution of the securities being registered. All amounts set forth below are estimated.

|                                 |               |
|---------------------------------|---------------|
| Securities Act Registration Fee | \$ *          |
| Legal Fees and Expenses         | 50,000        |
| Printing Expenses               | 10,000        |
| Accounting Fees and Expenses    | 10,000        |
| Miscellaneous                   | 5,000         |
| <br>Total                       | <br>\$ 75,000 |

\* Deferred in accordance with Rule 456(b) and 457(r).

**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware (the "DGCL") empowers a corporation to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director or officer of a corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and the indemnification provided for by Section 145 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs, executors and administrators. Section 145 also



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empowers the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liabilities under Section 145.

The Registrant provides liability insurance for its directors and officers which provides for coverage against loss from claims made against directors and officers in their capacity as such, including liabilities under the Securities Act.

Section 102(b)(7) of the DGCL provides that a corporation's certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Article SIXTH of the Registrant's Restated Certificate of Incorporation limits the liability of directors to the fullest extent permitted by Section 102(b)(7).

Under the Registrant's bylaws, the Registrant is required to indemnify its directors and officers to the full extent permitted by the DGCL. However, the bylaws provide that the Registrant is not required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person or any proceeding by such person against the Registrant or its directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Registrant's board of directors, (iii) such indemnification is provided by the Registrant in its sole discretion, or (iv) such indemnification is required under the bylaws.

**ITEM 16. EXHIBITS**

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Form of Underwriting Agreement*  |
| 4.1                | Form of Indenture*   |
| 4.2                | Form of Indenture Security (included in Exhibit 4.1)   |
| 4.3                | Form of Common Stock Certificate**   |
| 4.4                | Form of Preferred Stock Certificate*   |
| 4.5                | Form of Warrant Agreement and Warrant Certificate*   |
| 4.6                | Indenture, dated as of August 4, 2003, between the Registrant and JPMorgan Chase Bank, N.A., as trustee***   |
| 4.7                | Indenture, dated as of February 17, 2006, between the Registrant and JPMorgan Chase Bank, N.A., as trustee, related to the Registrant's 0.125% Convertible Senior Notes due 2011 (including form of 0.125% Convertible Senior Note due 2011)**** |

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| Exhibit No. | Description   |
|-------------|---|
| 4.8         | Indenture, dated as of February 17, 2006, between the Registrant and JPMorgan Chase Bank, N.A., as trustee, related to the Registrant's 0.375% Convertible Senior Notes due 2013 (including form of 0.375% Convertible Senior Note due 2013)****  |
| 4.9         | Registration Rights Agreement, dated as of February 17, 2006, among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Bear, Stearns & Co. Inc. and Credit Suisse Securities (USA) LLC**** |
| 5.1         | Opinion of Latham & Watkins LLP   |
| 10.1        | Purchase Agreement, dated February 14, 2006, among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Bear, Stearns & Co. Inc. and Credit Suisse Securities (USA) LLC****                  |
| 12.1        | Statement of Computation of Ratio of Earnings to Fixed Charges  |
| 23.1        | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm with respect to Amgen Inc.  |
| 23.2        | Consent of Latham & Watkins LLP (included in Exhibit 5.1)   |
| 24.1        | Power of Attorney (incorporated by reference to the signature page hereto)  |
| 25.1        | Statement of Eligibility and Qualification of Trustee under the Trust Indenture Act of 1939, as amended, on Form T-1  |

\* To be filed by amendment or incorporated by reference in connection with the offering of the offered securities.

\*\* Filed with the Securities and Exchange Commission on May 13, 1997 as an exhibit to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference.

\*\*\* Filed with the Securities and Exchange Commission on August 4, 2003 as an exhibit to the Registrant's Form S-3 registration statement and incorporated herein by reference.

\*\*\*\* Filed with the Securities and Exchange Commission on February 21, 2006 as an exhibit to the Registrant's current report on Form 8-K and incorporated herein by reference.

**ITEM 17. UNDERTAKINGS**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

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(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned Registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than for the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Thousand Oaks, state of California, on the date set forth below.

AMGEN INC.

*/s/* KEVIN W. SHARER  
**Kevin W. Sharer**  
**Chairman of the Board, Chief Executive Officer and**  
**President, and Director**

**POWER OF ATTORNEY**

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin W. Sharer, Richard D. Nanula and David J. Scott, or any of them, his or her attorney-in-fact, each with the power of substitution and re-substitution, for him or her in any and all capacities, to sign any amendments and post-effective amendments to this registration statement, or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

| <b>Signature</b>   | <b>Title</b>  | <b>Date</b>   |
|--|---|---------------|
| <i>/s/</i> KEVIN W. SHARER<br><b>Kevin W. Sharer</b>           | Chairman of the Board, Chief Executive Officer and President, and Director (Principal Executive Officer)    | March 8, 2006 |
| <i>/s/</i> RICHARD D. NANULA<br><b>Richard D. Nanula</b>       | Executive Vice President and Chief Financial Officer (Principal Financial Officer)                          | March 8, 2006 |
| <i>/s/</i> MICHAEL A. KELLY<br><b>Michael A. Kelly</b>         | Vice President, Corporate Planning and Control, and Chief Accounting Officer (Principal Accounting Officer) | March 8, 2006 |
| <i>/s/</i> DAVID BALTIMORE<br><b>David Baltimore</b>           | Director  | March 8, 2006 |
| <i>/s/</i> FRANK J. BIONDI, JR.<br><b>Frank J. Biondi, Jr.</b> | Director  | March 8, 2006 |
| <i>/s/</i> JERRY D. CHOATE<br><b>Jerry D. Choate</b>           | Director  | March 8, 2006 |



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| <b>Signature</b>  | <b>Title</b> | <b>Date</b>   |
|---|--------------|---------------|
| /s/ FREDERICK W. GLUCK<br><b>Frederick W. Gluck</b>             | Director     | March 8, 2006 |
| /s/ FRANK C. HERRINGER<br><b>Frank C. Herringer</b>             | Director     | March 8, 2006 |
| /s/ FRANKLIN P. JOHNSON, JR.<br><b>Franklin P. Johnson, Jr.</b> | Director     | March 8, 2006 |
| /s/ GILBERT S. OMENN<br><b>Gilbert S. Omenn</b>                 | Director     | March 8, 2006 |
| /s/ JUDITH C. PELHAM<br><b>Judith C. Pelham</b>                 | Director     | March 8, 2006 |
| /s/ J. PAUL REASON<br><b>J. Paul Reason</b>                     | Director     | March 8, 2006 |
| /s/ DONALD B. RICE<br><b>Donald B. Rice</b>                     | Director     | March 8, 2006 |
| /s/ LEONARD D. SCHAEFFER<br><b>Leonard D. Schaeffer</b>         | Director     | March 8, 2006 |

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| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Form of Underwriting Agreement*   |
| 4.1                | Form of Indenture*  |
| 4.2                | Form of Indenture Security (included in Exhibit 4.1)  |
| 4.3                | Form of Common Stock Certificate**  |
| 4.4                | Form of Preferred Stock Certificate*  |
| 4.5                | Form of Warrant Agreement and Warrant Certificate*  |
| 4.6                | Indenture, dated as of August 4, 2003, between the Registrant and JPMorgan Chase Bank, N.A., as trustee***  |
| 4.7                | Indenture, dated as of February 17, 2006, between the Registrant and JPMorgan Chase Bank, N.A., as trustee, related to the Registrant's 0.125% Convertible Senior Notes due 2011 (including form of 0.125% Convertible Senior Note due 2011)****  |
| 4.8                | Indenture, dated as of February 17, 2006, between the Registrant and JPMorgan Chase Bank, N.A., as trustee, related to the Registrant's 0.375% Convertible Senior Notes due 2013 (including form of 0.375% Convertible Senior Note due 2013)****  |
| 4.9                | Registration Rights Agreement, dated as of February 17, 2006, among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Bear, Stearns & Co. Inc. and Credit Suisse Securities (USA) LLC**** |
| 5.1                | Opinion of Latham & Watkins LLP   |
| 10.1               | Purchase Agreement, dated February 14, 2006, among the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., Bear, Stearns & Co. Inc. and Credit Suisse Securities (USA) LLC****                  |
| 12.1               | Statement of Computation of Ratio of Earnings to Fixed Charges  |
| 23.1               | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm with respect to Amgen Inc.  |
| 23.2               | Consent of Latham & Watkins LLP (included in Exhibit 5.1)   |
| 24.1               | Power of Attorney (incorporated by reference to the signature page hereto)  |
| 25.1               | Statement of Eligibility and Qualification of Trustee under the Trust Indenture Act of 1939, as amended, on Form T-1  |

\* To be filed by amendment or incorporated by reference in connection with the offering of the offered securities.

\*\* Filed with the Securities and Exchange Commission on May 13, 1997 as an exhibit to the Registrant's quarterly report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference.

\*\*\* Filed with the Securities and Exchange Commission on August 4, 2003 as an exhibit to the Registrant's Form S-3 registration statement and incorporated herein by reference.

\*\*\*\* Filed with the Securities and Exchange Commission on February 21, 2006 as an exhibit to the Registrant's current report on Form 8-K and incorporated herein by reference.