

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): September 14, 2017

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-27756

13-3648318

**(State or other jurisdiction of
incorporation or organization)**

**(Commission
File Number)**

**(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))

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

On September 14, 2017, the Board of Directors of Alexion Pharmaceuticals, Inc. appointed Paul A. Friedman to Alexion's Board of Directors, effective immediately. Alexion also announced the retirement of R. Douglas Norby from the Board, effective September 14, 2017, and that Alvin S. Parven notified the Board that he will not stand for re-election at Alexion's 2018 annual meeting of shareholders.

There are no transactions and no proposed transactions between Dr. Friedman (or any member of such individual's immediate family) and Alexion (or any of its subsidiaries), and there is no arrangement or understanding between Dr. Friedman and any other person or entity pursuant to which such individual was appointed as a director of Alexion.

Dr. Friedman will receive compensation for his service on the Board of Directors in accordance with Alexion's standard compensatory arrangements for non-employee directors. A description of the compensatory arrangements for non-employee directors is included in Alexion's proxy statement on Schedule 14A for the 2017 annual meeting of shareholders, filed with the SEC on March 31, 2017.

Dr. Friedman served as President and Chief Executive Officer of Incyte Corporation, a biopharmaceuticals company, from 2001-2014. Currently, Dr. Friedman serves as Chairman and Chief Executive Officer of Madrigal Pharmaceuticals, Inc., following its merger with Synta Pharmaceuticals Corporation in July 2016. Earlier in his career, Dr. Friedman held executive and R&D positions with DuPont Pharmaceuticals Research Laboratories, Merck Research Laboratories and Merck Sharp & Dohme Corporation. Dr. Friedman received his M.D. from Harvard Medical School and his B.S. in Biology from Princeton University. Dr. Friedman is currently a director of Incyte Corporation and Madrigal Pharmaceuticals, Inc., both of which are publicly traded biotechnology companies. During the past five years, Dr. Friedman also served as a director of Cerulean Pharma, Inc. and Verastem, Inc., both of which were publicly traded companies during Dr. Friedman's service.

A copy of Alexion's press release announcing the appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press Release, dated September 14, 2017](#)

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: September 15, 2017

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary



**ALEXION ADDS PAUL A. FRIEDMAN, M.D.
TO ITS BOARD OF DIRECTORS**

- Former President and CEO of Incyte Corporation Brings
Extensive R&D and Biotech Experience -

NEW HAVEN, Conn., - September 14, 2017 - Alexion Pharmaceuticals, Inc. (NASDAQ:ALXN) today announced that Paul A. Friedman, M.D. has been appointed to serve on the Company's Board of Directors, succeeding R. Douglas Norby, who has retired as a Director following 18 years of service to the Company. Alexion also announced that Director Alvin S. Parven advised the Board that he does not plan to stand for re-election at the Company's next annual meeting of shareholders following 18 years of service as an Alexion director. Alexion's Board of Directors has retained Spencer Stuart to conduct a search for an additional new Director.

Dr. Friedman is a well-known and highly-respected veteran of the biotech industry with deep experience in research, and both early and late clinical development. Over his more than 40-year career, Dr. Friedman has established a strong track record of building and leading R&D organizations, successfully expanding their pipelines of assets, overseeing the commercial development of innovative therapeutic products across a range of areas, and building shareholder value.

Dr. Friedman served as President and Chief Executive Officer of Incyte Corporation, a leading biopharmaceuticals company, from 2001-2014 where he led a transformation of the business from genomics to a therapeutic focus establishing its foundation as a leader in oncology. He continues to serve on Incyte's Board of Directors. Currently, Dr. Friedman serves as Chairman and Chief Executive Officer of Madrigal Pharmaceuticals, Inc., following its merger with Synta Pharmaceuticals Corporation in July 2016. Earlier in his career, Dr. Friedman held executive and R&D positions with DuPont Pharmaceuticals Research Laboratories, Merck Research Laboratories and Merck Sharp & Dohme Corporation. Dr. Friedman received his M.D. from Harvard Medical School and his B.S. in Biology from Princeton University.

David Brennan, Chairman of the Board, commented, "We are very pleased to welcome Dr. Friedman to the Alexion Board of Directors. Paul's R&D expertise, executive experience, and extensive biotech background will be highly valuable as we continue to add directors with highly relevant experience, and as we execute on our refocused strategy to position Alexion for its next phase of growth under our new management team. As we welcome Paul onto the Board, we also want to express our deep appreciation to Doug Norby for his many contributions to Alexion during his tenure as a director, including serving as our lead independent director for a number

of years. We also want to thank Al Parven for his 18 years of service and contributions while serving on Alexion's Board. We wish Doug and Al all the best."

Dr. Friedman added, "Alexion is an exciting company with significant strengths to build upon as the Company grows its rare disease business and focuses on expanding its pipeline through both internal innovation in complement and external R&D opportunities to deliver future growth. I look forward to contributing to Alexion's future as a member of the Board of Directors."

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), atypical hemolytic uremic syndrome (aHUS), and refractory generalized myasthenia gravis (gMG). In addition, Alexion has two highly innovative enzyme replacement therapies for patients with life-threatening and ultra-rare metabolic disorders, hypophosphatasia (HPP) and lysosomal acid lipase deficiency (LAL-D). As the leader in complement biology for over 20 years, Alexion focuses its research efforts on novel molecules and targets in the complement cascade, and its development efforts on the core therapeutic areas of hematology, nephrology, neurology, and metabolic disorders. 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 the 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 Quarterly Report on Form 10-Q for the period ended June 30, 2017 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.

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or

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