

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 2  
TO  
SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

ALEXION PHARMACEUTICALS, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$.0001 PAR VALUE

-----  
(Title of Class of Securities)

015351109  
(CUSIP Number)

Mark H. Swartz  
Executive Vice President  
c/o Tyco International (US) Inc.  
One Tyco Park  
Exeter, NH 03833  
(603) 778-9700

Michael W. Lyons  
Corporate Counsel  
United States Surgical Corporation  
150 Glover Avenue  
Norwalk, Connecticut 06856  
(203) 845-1000

with a copy to:

Frederick W. Kanner, Esq.  
Dewey Ballantine LLP  
1301 Avenue of the Americas  
New York, New York 10019-6092  
(212) 259-8000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

OCTOBER 1, 1998

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)  
(Page 1 of 9 Pages)

SCHEDULE 13D

CUSIP NO. 015351109

PAGE 2 OF 9 PAGES

1 NAME OF REPORTING PERSON: Tyco International Ltd.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

Not Applicable

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) /\_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Not Applicable

8 SHARED VOTING POWER  
824,087 (See Item 5)

9 SOLE DISPOSITIVE POWER  
Not Applicable

10 SHARED DISPOSITIVE POWER  
824,087 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

824,087

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* /\_/

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.3%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

SCHEDULE 13D

CUSIP NO. 015351109

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1 NAME OF REPORTING PERSON: United States Surgical Corporation

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

132518270

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF/WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) /\_/\_/

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Not Applicable

8 SHARED VOTING POWER

824,087 (See Item 5)

9 SOLE DISPOSITIVE POWER

Not Applicable

10 SHARED DISPOSITIVE POWER

824,087 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

824,087

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* /\_/\_/

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.3%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

Tyco International Ltd., a Bermuda company ("Tyco") and United States Surgical Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Tyco ("US Surgical") hereby further amend and supplement Statement on 13D previously filed by US Surgical (the "Schedule 13D") relating to the common stock \$.0001 par value (the "Common Stock"), of Alexion Pharmaceuticals, Inc., a Delaware corporation (the "Issuer"), originally filed with the Securities and Exchange Commission (the "Commission") on February 29, 1996, as amended. The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D.

Unless otherwise indicated herein, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D. The term Reporting Persons means Tyco and US Surgical.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and supplemented by adding the following information with respect to Tyco as follows:

(a) - (c) Tyco's registered offices are located at The Gibbons Building, 10 Queen Street, Hamilton HM11 Bermuda, and its telephone number is (441) 292-8674. The executive offices of Tyco International (US) Inc., Tyco's principal United States subsidiary, are located at One Tyco Park, Exeter, New Hampshire 03833, and its telephone number is (603) 778-9700.

Tyco is a diversified manufacturing and service company that, through its subsidiaries, operates in four segments: (i) the manufacture and distribution of disposable medical supplies and other specialty products, and the conduct of vehicle auctions and related services; (ii) the design, manufacture, installation and service of fire detection and suppression systems, and the installation, monitoring and maintenance of electronic security systems; (iii) the design, manufacture and distribution of flow control products; and (iv) the design, manufacture and distribution of electrical and electronic components, and the design, manufacture, installation and service of undersea cable communication systems.

The name, business address and present principal occupation or employment of each of the executive officers and directors of Tyco, are set forth on Schedule II annexed hereto, which is incorporated herein by reference.

(d) - (e) During the last five years, none of Tyco, and, to the best knowledge of Tyco, none of the persons listed on Schedule II hereto, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

(f) Except as indicated on Schedule II each natural person identified in this amendment to Item 2 is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and supplemented by adding the following information with respect to Tyco as follows:

Tyco acquired its beneficial ownership in the Common Stock of the Issuer as a

result of the consummation, on October 1, 1998, of the merger (the "Tyco/US Surgical Merger") of US Surgical with a subsidiary of Tyco. In the merger, each share of common stock of US Surgical was exchanged for 0.7606 common shares of Tyco.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) Number of Shares Beneficially Owned:  
As October 1, 1998, the Reporting Persons owned an aggregate of 824,087 shares of Common Stock of the Issuer. Based upon publicly available information, such shares represented 7.3% of the outstanding shares(1).
- (b) Sole or shared Power to Vote, Direct the Vote of, Dispose of, or Direct the Disposition of Shares:  
The Reporting Persons share the power to vote or to direct the vote, and share the power to dispose or to direct the disposition, of the Shares held by them.
- (c) Recent Transactions:  
Other than the indirect acquisition of the shares of Common Stock by Tyco as a result of the Tyco/US Surgical Merger, none of the Reporting Persons, as of October 1, 1998, had effected any transaction in the class of securities reported.
- (d) Rights with Respect to Dividends on Sales Proceeds:  
Not Applicable.
- (e) Date of Cessation of Five Percent Beneficial Ownership:  
Not Applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by the following:

EXHIBIT NO. -----	DESCRIPTION -----
1	Agreement of Joint Filing pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended.

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(1) As of May 29, 1998, 11,225,112 Shares were outstanding.

SCHEDULE II

EXECUTIVE OFFICERS AND DIRECTORS

The name and present principal occupation or employment of each of the executive officers and directors of Tyco International Ltd. ("Tyco") are set forth below.

NAME AND POSITION HELD -----	CURRENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT -----
L. Dennis Kozlowski Chairman of the Board, President & Chief Executive Officer	c/o Tyco International (US) Inc. ("Tyco (US)") One Tyco Park Exeter, NH 03833	Chairman of the Board, President and Chief Executive Officer of Tyco
Michael A. Ashcroft Director (citizen of Belize)	P.O. Box 1598 Belize City, Belize	Non-executive Chairman of BHI Corporation
Joshua M. Berman Director and Vice President	919 Third Avenue New York, NY 10022	Counsel to the law firm of Kramer, Levin, Naftalis & Frankel
Richard S. Bodman Director	2 Wisconsin Circle Suite 610 Chevy Chase, MD 20815	Managing General Partner of AT&T Ventures LLC
John F. Fort, III Director	2003 Milford Street Houston, TX 77098	Director of Tyco
Steven W. Foss Director	380 Lafayette Rd. Hampton, NH 03842	President of Foss Manufacturing Company, Inc.
Richard A. Gilleland Director	2829 Townsgate Rd. Suite 101 West Lake Village, CA 91361	President of Tyco Healthcare Products Group
Phillip M. Hampton Director	152 West 57th Street 44th Floor New York, NY 10019	Co-Managing Director of R.H. Arnold & Co.
James S. Pasman, Jr. Director	29 The Trillium Pittsburgh, PA 15238	Director of Tyco
W. Peter Slusser Director	One Citicorp Center Suite 5100 153 East 53rd Street New York, NY 10022	President of Slusser Associates, Inc.
Frank E. Walsh, Jr. Director	330 South Street Morristown, NJ 07962-1975	Chairman of Sandyhill Foundation
Jerry R. Boggess Vice President of Tyco (US)	c/o Tyco (US) Three Tyco Park Exeter, NH 03833	Vice President of Tyco (US)

NAME AND POSITION HELD -----	CURRENT BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT -----
David P. Brownell Senior Vice President	c/o Tyco (US) 1750 Clintmore Rd. P.O. Box 5034 Boca Raton, FL 33431	Senior Vice President of Tyco (US)
Robert P. Mead Vice President of Tyco (US)	c/o Tyco (US) Three Tyco Park Exeter, NH 03833	Vice President of Tyco (US)
Richard J. Meelia Vice President of Tyco (US)	15 Hampshire Street Mansfield, MA 02048	Vice President of Tyco (US)
Mark H. Swartz Executive Vice President & Chief Financial Officer	c/o Tyco (US) One Tyco Park Exeter, NH 03833	Executive Vice President & Chief Financial Officer of Tyco
Mark A. Belnick Executive Vice President & Chief Corporate Counsel	c/o Tyco (US) 712 Fifth Avenue - 48th Floor New York, NY 10019	Executive Vice President & Chief Corporate Counsel of Tyco

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 21, 1999

TYCO INTERNATIONAL LTD.

By: /s/ Mark H. Swartz

-----  
Name: Mark H. Swartz  
Title: Executive Vice President, Chief  
Financial Officer

UNITED STATES SURGICAL CORPORATION

By: /s/ Mark H. Swartz

-----  
Name: Mark H. Swartz  
Title: Vice President

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Exhibit 1

Agreement of Joint Filing

Pursuant to 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13D (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed, is filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

TYCO INTERNATIONAL LTD.

By: /s/ Mark H. Swartz

-----  
Name: Mark H. Swartz  
Title: Executive Vice President, Chief  
Financial Officer

UNITED STATES SURGICAL CORPORATION

By: /S/ Mark H. Swartz

-----  
Name: Mark H. Swartz  
Title: Vice President

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