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

**SCHEDULE TO
AMENDMENT NO. 3
(RULE 14D-100)**

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

SYNAGEVA BIOPHARMA CORP.
(Names of Subject Company)

PULSAR MERGER SUB INC.
(Offeror)

ALEXION PHARMACEUTICALS, INC.
(Parent of Offeror)
(Names of Filing Persons)

COMMON STOCK, \$0.001 PAR VALUE
(Title of Class of Securities)

87159A103
(CUSIP Number of Class of Securities)

David Hallal
Chief Executive Officer
Alexion Pharmaceuticals, Inc.
352 Knotter Drive
Cheshire, Connecticut 06410
(203) 272-2596

(Name, address and telephone number of person authorized to receive notices and communications
on behalf of filing persons)

with copies to:

John Moriarty
Executive Vice President, General Counsel
Alexion Pharmaceuticals, Inc.
352 Knotter Drive
Cheshire, Connecticut 06410
(203) 272-2596

Daniel A. Neff
Mark Gordon
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$8,869,338,229.18	\$1,030,617.10***

*	Estimated solely for the purpose of calculating the registration fee pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, based on (a) the product of (i) \$212.83, the average of the high and low sales prices per share of Synageva common stock on May 20, 2015, as reported by Nasdaq, and (ii) 41,673,346, the estimated number of shares of Synageva common stock to be exchanged in the transactions for the transaction consideration.
**	The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals 0.00011620 multiplied by the estimated transaction valuation.
***	Previously paid.
<input checked="" type="checkbox"/>	Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
Amount Previously Paid: \$473,736.18 Filing Party: Alexion Pharmaceuticals, Inc.	
Form or Registration No.: Form S-4 Date Filed: May 22, 2015	
Amount Previously Paid: \$556,880.92 Filing Party: Alexion Pharmaceuticals, Inc.	
Form or Registration No.: Schedule TO-T Date Filed: May 22, 2015	
<input type="checkbox"/>	Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
Check the appropriate boxes below to designate any transactions to which the statement relates:	
<input checked="" type="checkbox"/>	third-party tender offer subject to Rule 14d-1.
<input type="checkbox"/>	issuer tender offer subject to Rule 13e-4.
<input type="checkbox"/>	going-private transaction subject to Rule 13e-3.
<input type="checkbox"/>	amendment to Schedule 13D under Rule 13d-2.
Check the following box if the filing is a final amendment reporting the results of the tender offer: <input checked="" type="checkbox"/>	

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO initially filed with the Securities and Exchange Commission on May 22, 2015 and amended by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed with the SEC on May 29, 2015 and by Amendment No. 2 to the Tender Offer Statement on Schedule TO filed with the SEC on June 9, 2015 (as amended from time to time, the "Schedule TO") by Alexion Pharmaceuticals, Inc. ("Alexion"), a Delaware corporation, and Pulsar Merger Sub Inc., a Delaware corporation and a direct wholly owned subsidiary of Alexion (the "Offeror"), relating to the offer by the Offeror to exchange for each outstanding share of common stock, \$0.001 par value per share, of Synageva BioPharma Corp. ("Synageva"), a Delaware corporation, (a) \$115.00 in cash, without interest and less any applicable withholding taxes, and (b) 0.6581 shares of Alexion common stock, par value \$0.0001 per share, plus cash in lieu of any fractional shares of Alexion common stock, without interest and less any applicable withholding taxes (together, the "transaction consideration") (collectively, subject to the terms and conditions set forth in the Prospectus/Offer to Exchange and the related Letter of Transmittal, and together with any amendments or supplements thereto, the "Offer").

Alexion has filed with the U.S. Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4 on May 22, 2015 and Amendment No. 1 to the Registration Statement on Form S-4 on June 9, 2015 (as amended, the "Registration Statement") relating to the offer and sale of shares of Alexion common stock to be issued to holders of shares of Synageva common stock validly tendered into the Offer and not properly withdrawn. The terms and conditions of the Offer are set forth in the Prospectus/Offer to Exchange, which is a part of the Registration Statement (as amended, the "Prospectus/Offer to Exchange"), and the related letter of transmittal (as amended, the "Letter of Transmittal"). Pursuant to General Instruction F to Schedule TO, the information contained in the Prospectus/Offer to Exchange and the Letter of Transmittal, including any prospectus supplement or other supplement thereto related to the Offer hereafter filed with the SEC by Alexion or the Offeror, is hereby expressly incorporated into the Schedule TO by reference in response to items 1 through 11 of the Schedule TO and is supplemented by the information specifically provided for in the Schedule TO.

All information regarding the Offer as set forth in the Schedule TO, including all exhibits and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment, except that such information is hereby amended and supplemented to the extent specifically provided for herein and to the extent amended and supplemented by the exhibits filed herewith. Capitalized terms used but not defined in this Amendment have the meanings ascribed to them in the Schedule TO.

Items 1 through 11.

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by adding the following information:

At midnight, New York City time, at the end of June 19, 2015, the offer expired as scheduled and was not extended. The Offeror was advised by Computershare, the depositary and exchange agent for the offer, that as of the expiration of the offer, a total of 21,021,124 shares of Synageva common stock were validly tendered in the offer and not properly withdrawn, representing approximately 56% of Synageva's outstanding shares. The number of shares of Synageva common stock validly tendered and not properly withdrawn pursuant to the offer satisfied the minimum tender condition to the offer, and all other conditions to the offer were satisfied. Accordingly, the Offeror accepted for exchange, and will promptly exchange, all 21,021,124 shares of Synageva common stock validly tendered and not properly withdrawn.

Following consummation of the offer, Alexion intends to acquire the remaining shares of Synageva common stock outstanding through the merger of Synageva with and into the Offeror, with Synageva surviving the merger as a direct wholly owned subsidiary of Alexion. The merger will be completed pursuant to Section 251(h) of the General Corporation Law of the State of Delaware.

On June 22, 2015, Alexion issued a press release announcing the results of the offer and its acceptance of shares tendered into the offer. A copy of the press release is attached as Exhibit (a)(5)(I) hereto and incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(I)	Press Release issued by Alexion Pharmaceuticals, Inc., dated June 22, 2015 (filed herewith).

SIGNATURES

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

Dated: June 22, 2015

PULSAR MERGER SUB INC.

By: /s/ Scott D. Phillips

Name: Scott D. Phillips

Title: President

ALEXION PHARMACEUTICALS INC.

By: /s/ David Hallal

Name: David Hallal

Title: Chief Executive Officer



Alexion Accepts Shares of Synageva BioPharma Corp. Tendered Into Exchange Offer

CHESHIRE, Conn.—June 22, 2015—Alexion Pharmaceuticals, Inc. (Nasdaq: ALXN) announced today that it has accepted for exchange all 21,021,124 shares validly tendered into the previously announced exchange offer by a wholly owned subsidiary of Alexion to acquire all of the outstanding shares of Synageva BioPharma Corp. for the agreed consideration of \$115.00 in cash and 0.6581 shares of Alexion common stock for each share of Synageva. The shares accepted represent approximately 56% of Synageva's outstanding shares.

The exchange offer expired at midnight, 12:00 a.m., New York City time, at the end of June 19, 2015.

As previously announced, Alexion will acquire the remaining outstanding shares of Synageva's common stock through a merger of Synageva with and into a direct wholly owned subsidiary of Alexion, which Alexion expects to complete prior to the opening of trading on NASDAQ Tuesday, June 23, 2015.

About Alexion

Alexion is a biopharmaceutical company focused on serving patients with severe and rare disorders through the innovation, development and commercialization of life-transforming therapeutic products. Alexion is the global leader in complement inhibition and has developed and markets Soliris® (eculizumab) as a treatment for patients with PNH and aHUS, two debilitating, ultra-rare and life-threatening disorders caused by chronic uncontrolled complement activation. Soliris is currently approved in nearly 50 countries for the treatment of PNH, and in nearly 40 countries for the treatment of aHUS. Alexion is evaluating other potential indications for Soliris in additional severe and rare disorders beyond PNH and aHUS, and is developing other highly innovative biotechnology product candidates across multiple therapeutic areas. This press release and further information about Alexion can be found at www.alexion.com.

[ALXN-G]

Forward-Looking Statements

This communication includes statements that may be forward-looking statements. The words “believe,” “expect,” “anticipate,” “project” and similar expressions, among others, generally identify forward-looking statements. Alexion cautions that these forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those indicated in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the likelihood that the transaction is consummated on a timely basis or at all, including whether the conditions required to complete the transaction will be met, realization of the expected benefits of the transaction, challenges to intellectual property, competition from other products, difficulties inherent in the research and development process, adverse litigation or government action and changes to laws and regulations applicable to our industry, status of our ongoing clinical trials, commencement dates for new clinical trials, clinical trial results, decisions and the timing of decisions of regulatory authorities regarding marketing approval or material limitations on the marketing of our approved products or any future approved products, delays or interruptions in manufacturing or commercial operations including due to actions of regulatory authorities or otherwise, the possibility that results of clinical trials in approved and investigational indications are not predictive of safety and efficacy in broader patient populations, the adequacy of our pharmacovigilance and drug safety reporting processes, the risk that acquisitions will not result in the anticipated clinical milestones or long-term commercial results, the risk that initial results of commercialization in approved indications are not predictive of future performance, risks involving the ability to license necessary intellectual property on reasonable terms or at all, the risk that third party payors, public or private, will not reimburse for the use of Soliris, Strensiq (asfotase alfa) or Kanuma (sebelipase alfa), or any future products at acceptable rates or at all, risks regarding estimates of the ultimate size of various patient populations, risks relating to foreign currency fluctuations, exposures to additional tax liabilities, and a variety of other risks. Additional information about the economic, competitive, governmental, technological and other factors that may affect the companies’ operations is set forth, in the case of Alexion, in Item 1.A, “Risk Factors,” in Alexion’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which has been filed with the Securities and Exchange Commission (the “SEC”) and, in the case of Synageva, in Item 1.A, “Risk Factors,” in Synageva’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which has been filed with the SEC. Alexion does not undertake any obligation to release publicly any revisions to forward-looking statements as a result of subsequent events or developments, except as required by law.

Additional Information and Where to Find It

This communication does not constitute an offer to purchase, or a solicitation of an offer to sell, shares of common stock of Alexion, nor is it a substitute for the Registration Statement on Form S-4 and tender offer materials that Alexion filed with the SEC on May 22, 2015, which materials have been amended and may be amended in the future.

Investors and security holders of Synageva are urged to read the tender offer statement on Schedule TO, filed on May 22, 2015 (as may be amended, the “Schedule TO”), the Registration Statement on Form S-4, as filed on May 22, 2015 (as may be amended, the “Registration Statement”), the prospectus filed pursuant to Rule 424(b)(3) on June 18, 2015 and the solicitation/recommendation statement filed by Synageva on Schedule 14D-9, filed on May 22, 2015 (as may be amended, the “Schedule 14D-9”).

In addition to the Schedule TO, the Registration Statement and the Schedule 14D-9 described above, each of Alexion and Synageva files annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other such filed information at the SEC 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 room. Alexion’s and Synageva’s filings with the SEC, including the Schedule TO, the Registration Statement and the Schedule 14D-9 are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

Free copies of the exchange offer materials may also be obtained for free by contacting Alexion’s investor relations department at 203-699-7722 or Synageva’s investor relations department at 781-357-9947 or by contacting Georgeson, the information agent for the offer, at (888) 206-0860 or at SynagevaExchange@georgeson.com.

Contacts

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Media
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Vice President, Corporate Communications
or
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