SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A2

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the quarterly period ended January 31, 1997.

or

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the transition period from _____ to _____.

Commission File No. 0-27756

ALEXION PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	13-3648318
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

25 Science Park, Suite 360, New Haven, Connecticut 06511
(Address of principal executive offices) (Zip Code)

(203) 776-1790
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

The number of shares of Common Stock, $0.0001 par value, outstanding as of March 5, 1997, was 7,361,721 shares.

PART I - FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

A. The Section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations - Results of Operations," is amended and restated in its entirety to read as follows:

Three Months Ended January 31, 1997
Compared with Three Months Ended January 31, 1996

The Company contract research and license revenues increased to $1,438,000 for the three months ended January 31, 1997 from $616,000 for the same period ended January 31, 1996. The increase was due primarily to the receipt of an upfront license fee from GTI/Novartis in the amount of $850,000. Contract research revenues represent principally revenues from the Company's collaborative research and development agreements with US Surgical, pursuant to which the Company recognized revenue of approximately $407,000 during the three months ended January 31, 1997, and GTI/Novartis; revenues from the Company's research grants from the National Institutes of Health ("NIH"), pursuant to which the Company recognized revenue of approximately $38,000 during the three months ended January 31, 1997; and funding received from the Commerce Department's National Institute of Standards and Technology ("NIST"), pursuant

to which the Company recognized revenue of approximately $110,000 during the three months ended January 31, 1997.

Research and development expenses increased to $1,921,000 for the three months ended January 31, 1997 from $1,362,000 for the three months ended January 31, 1996. The increase resulted principally from incurred costs related to the clinical trials of the Company's lead C5 Inhibitor, 5G1.1-SC, manufacturing validation costs, expanded preclinical development and manufacturing process development costs for the Company's recombinant product candidates, and increased external research related to preclinical development of the Company's xenotransplant products.

General and administrative related expenses increased to $758,000 for the three months ended January 31, 1997 from $396,000 for the same period ended January 31, 1996. This increase was due primarily to external professional fees which accounted for approximately $299,000, representing patent and legal fees, investor and shareholder relations fees, business development fees and recruiting fees. The approximately $63,000 balance of the increase was attributable to increased insurance costs

incurred as a public company and to increased travel and administrative expenses related to the Company's increased clinical and regulatory activities and presentations at scientific conferences.

The Company earned other income, net, of $205,000 for the three months ended January 31, 1997 as compared to other income, net, of $9,000 for the three months ended January 31, 1996. This other income, net, resulted principally from greater interest income from higher cash balances available for investment and decreased interest expense associated with maturing notes payable and maturing capital equipment leases used to finance the purchase of certain equipment.

As a result of the above factors, the Company incurred a net loss of $1,036,000 for the three months ended January 31, 1997 as compared to a net loss of $1,133,000 for the same three month period in 1996.

Six Months Ended January 31, 1997
Compared with Six Months Ended January 31, 1996

The Company earned contract research and license revenues increased to $2,249,000 for the six months ended January 31, 1997 from $1,070,000 for the six months ended January 31, 1996. The majority of the increase was due to the receipt of an upfront license fee from GTI/Novartis in the amount of $850,000.

During the six months ended January 31, 1997 and 1996, the Company expended $3,895,000 and $2,772,000, respectively on research and development activities. The increase of 41% or $1,123,000 resulted principally from costs incurred related to the clinical trials of the Company's lead C5 Inhibitor, 5G1.1-SC, manufacturing validation costs, expanded preclinical development and manufacturing process development costs for the Company's recombinant product candidates, and increased external research related to preclinical development of the Company's xenotransplant products.

General and administrative related expenses increased to $1,407,000 for the six months ended January 31, 1997 from $750,000 for the same period ended January 31, 1996. This increase was due primarily to external professional fees which accounted for approximately $425,000, representing patent and legal fees, investor and shareholder relations fees, business development fees and recruiting fees. The approximately $232,000 balance of the increase was attributable to increased insurance costs incurred as a public company and to increased travel and administrative expenses related to the Company's increased clinical and regulatory activities and presentations at scientific conferences.

Other income, net was $440,000 for the six months ended January 31, 1997 as compared to other income, net of $32,000 for same period a year ago. This other income, net was due primarily to greater interest income from higher cash balances available for investment.

As a result of the above factors, the Company's net loss increased to $2,642,000 from $2,419,000 for the six months ended January 31, 1997 and 1996, respectively.

The Section entitled "Liquidity and Capital Resources" under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," is amended and restated in its entirety to read as follows:

LIQUIDITY AND CAPITAL RESOURCES

Since its inception, the Company has financed its operations and capital expenditures primarily through private placements and its initial public offering of equity securities resulting in aggregate net proceeds of approximately $41.7 million. The Company has financed the purchase of certain equipment through $1.2 million of secured notes payable to a financing institution and $378,000 of capital lease obligations. Through January 1997, the Company has received approximately $3.9 million in research and development support and license fees under its collaborations with US Surgical and GTI/Novartis. The Company has also received $711,000 from its SBIR grants from the NIH and $516,000 under the ATP from NIST, respectively, through January 1997.

The proceeds of the Company's initial public offering, private placements, notes payable and capital leases, and the cash generated from the corporate collaborations and SBIR and ATP grants have been used to fund operating activities of approximately $23.5 million and investments of approximately $2.6 million in equipment and approximately $973,000 in licensed technology rights and patents through January 31, 1997. During the six months ended January 31, 1997 and January 31, 1996, the Company's capital expenditures totaled $434,000 and $142,000, respectively, primarily for the acquisition of laboratory and manufacturing scale-up equipment. As of January 31, 1997, the Company had cash, cash equivalents and marketable securities of approximately $15.4 million.

The Company leases its administrative and research and development facilities under three operating leases expiring in June 1998, December 1997, and March 1999, respectively, each with an option for up to an additional three years.

The Company anticipates that its existing available capital resources and interest earned on available cash and marketable securities

should be sufficient to fund its operating expenses and capital requirements as currently planned for at least the next twelve months. While the Company currently has no material commitments for capital expenditures, the Company's future capital requirements will depend on many factors, including the progress of the Company's research and development programs, progress in clinical trials, the time and costs involved in obtaining regulatory approvals, the costs involved in obtaining and enforcing patents and any necessary licenses, the ability of the Company to establish development and commercialization relationships, and the costs of manufacturing scale-up.

Primarily as a result of $2.61 million of operating losses, the Company used $2.73 million of cash in its operating activities during the six months ended January 31, 1997. These funds were provided by (i) cash flows from investing activities generated principally from the net proceeds of maturing marketable securities of $2.36 million, offset by purchases of equipment of $434,000 and (ii) the use of $856,000 of cash balances which were on hand at July 31, 1996. At January 31, 1997, approximately $8.64 million of cash is held in short-term highly liquid investments with original maturities of less than three months.

The Company expects to incur substantial additional costs, including costs associated with research, preclinical and clinical testing, manufacturing process development, contract manufacturing, and additional capital expenditures associated with facility expansion and manufacturing requirements in order to commercialize its products currently under development. The Company will need to raise substantial additional funds through additional financings including public or private equity offerings and collaborative research and development arrangements with corporate partners. There can be no assurance that funds will be available on terms acceptable to the Company, if at all, or that discussions with potential collaborative partners will result in any agreements. The unavailability of additional financing could require the Company to delay, scale back or eliminate certain of its research and product development programs or to license third parties to commercialize products or technologies that the Company would otherwise undertake itself, any of which could have a material adverse effect on the Company.

PART II - OTHER INFORMATION

A new "Item 4 - Submission of Matters to a Vote of Security Holders" is added which shall read in its entirety as follows:

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's Annual Meeting of Stockholders held on December 13, 1996, the stockholders voted to amend the Company's 1992 Stock Option Plan to (i) increase the aggregate number of shares of Common Stock which may be issued thereunder from 1,320,000 shares to 1,800,000 shares and (ii) limit the maximum option grant which may be made to an employee in any calendar year to 200,000 shares. The vote was 4,346,690 shares for, 105,399 shares against or withheld and 1,034,747 abstentions and broker non-votes.

In addition, at the Annual Meeting of Stockholders held on December 13, 1996, the following directors were nominated and elected by the votes indicated:

John H. Fried:	5,485,786 For, 1,050 Against or Withheld, 0 Abstaining
Leonard Bell, M.D.:	5,485,786 For, 1,050 Against or Withheld, 0 Abstaining
Timothy F. Howe:	5,485,786 For, 1,050 Against or Withheld, 0 Abstaining
Max Link, Ph.D.:	5,485,786 For, 1,050 Against or Withheld, 0 Abstaining
Joseph A. Madri, Ph.D., M.D.:	5,485,786 For, 1,050 Against or Withheld, 0 Abstaining
Leonard Marks, Jr.:	5,485,586 For, 1,250 Against or Withheld, 0 Abstaining
Eileen M. More:	5,485,786 For, 1,050 Against or Withheld, 0 Abstaining

SIGNATURES

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, thereunto duly authorized.

ALEXION PHARMACEUTICALS, INC.

By: /s/ LEONARD BELL, M.D.

Leonard Bell, M.D.
President, Chief Executive Officer,
Secretary and Treasurer