
**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): May 10, 2011

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

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

000-27756
**(Commission File
Number)**

13-3648318
**(I.R.S. Employer
Identification No.)**

352 Knottter Drive, Cheshire, Connecticut 06410
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (203) 272-2596

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Alexion held its Annual Meeting of Stockholders on May 11, 2011 in New Haven, Connecticut. The results of the matters voted on by the stockholders are set forth below.

1. The election of directors:

	<u>For</u>	<u>Against or Withheld</u>	<u>Abstain</u>
Leonard Bell	77,723,219	1,876,675	—
Max Link	74,016,545	5,583,349	—
William R. Keller	78,420,732	1,179,162	—
Joseph A. Madri	76,592,811	3,007,083	—
Larry L. Mathis	79,535,601	64,293	—
R. Douglas Norby	77,519,802	2,080,092	—
Alvin S. Parven	76,587,148	3,012,746	—
Andreas Rummelt	79,530,446	69,448	—
Ann M. Veneman	79,206,066	393,828	—

2. Approval of an amendment to Alexion's Amended and Restated Certificate of Incorporation to increase the number of shares of common stock authorized for issuance from 145 million to 290 million:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
79,342,197	3,383,882	32,029

3. Ratification of the appointment of PricewaterhouseCoopers LLP as Alexion's independent registered public accounting firm:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
81,006,271	1,741,494	10,343

4. The non-binding advisory vote to approve the compensation paid to Alexion's named executive officers as described in Alexion's 2011 proxy statement:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
68,030,572	11,536,688	32,634

5. The non-binding advisory vote to determine the frequency of the vote to approve the compensation paid to Alexion's named executive officers. Based on the Board's recommendation and the results of the vote, the Board has determined to hold the advisory vote every year.

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>
66,316,667	1,528,741	11,733,163	21,323

Item 8.01 Other Events.

(a) On May 12, 2011, Alexion announced that its shareholders approved an increase in the number of authorized shares of common stock from 145 million to 290 million. The increase enables Alexion to effect a two-for-one stock split, payable in the form of a 100 percent stock dividend, as approved by Alexion's Board of Directors in March 2011. The additional shares are expected to be distributed after the close of business on May 20, 2011 and reporting of the Alexion share price on a split-adjusted basis will commence on May 23, 2011. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K.

(b) On May 10, 2011, the Board of Directors of Alexion adopted stock ownership guidelines for its officers and directors. Under the guidelines, directors are required to own shares with a value equal to four times (4x) the annual director retainer. Alexion's officers are required to own shares with a value equal to a specific multiple of such officer's base salary as indicated in the table below. Shares owned by the individual, unvested restricted stock and unvested restricted stock units count towards the ownership goal. Directors and officers are required to meet these guidelines within five years of becoming subject to them.

<u>Officer Level</u>	<u>Market Value as a Multiple of Base Salary</u>
Chief Executive Officer	5x
Executive Vice President and Senior Vice President reporting to the CEO	3x
Other Senior Vice Presidents	1x

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits

99.1 Press release issued by Alexion Pharmaceuticals, Inc. on May 12, 2011 relating to stockholder approval of an amendment to Alexion's certificate of incorporation to increase the number of authorized shares of common stock.

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: May 12, 2011

ALEXION PHARMACEUTICALS, INC.

By: _____ /s/ Michael V. Greco
Name: Michael V. Greco
Title: Associate General Counsel and Corporate Secretary



**Alexion Shareholders Approve Increase in Authorized Shares
For Previously Announced Stock Split**

Cheshire, Conn., May 12, 2011 – Alexion Pharmaceuticals, Inc. (Nasdaq: ALXN) announced today that its shareholders have approved an increase in the number of authorized shares of common stock from 145 million to 290 million at the Annual Meeting of Stockholders held on May 11, 2011. The increase enables the Company to effect a two-for-one stock split, payable in the form of a 100 percent stock dividend, as approved by Alexion's Board of Directors in March 2011 and announced at that time. The record date for the stock split is May 2, 2011. Stockholders will receive one additional share for every share they own as of the close of business on May 2, 2011. The additional shares are expected to be distributed after the close of business on May 20, 2011. Reporting of the Alexion share price on a split-adjusted basis will commence on May 23, 2011.

About Alexion

Alexion Pharmaceuticals, Inc. is a biopharmaceutical company focused on serving patients with severe and ultra-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, a debilitating, ultra-rare and life-threatening blood disorder. Soliris is approved in more than 35 countries. Alexion is evaluating other potential indications for Soliris and is pursuing development of other innovative biotechnology product candidates in early stages of development. This press release and further information about Alexion Pharmaceuticals, Inc. can be found at: www.alexionpharma.com.

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