

**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) January 18, 2005

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-27756
(Commission File Number)

13-3648318
(IRS Employer
Identification No.)

352 Knotter Drive, Cheshire, CT
(Address of principal executive offices)

06410
(Zip Code)

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

Not Applicable

(Former name or former address, if changed since last report)

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 8.01 Other Events.

On January 18, 2005, Alexion Pharmaceuticals, Inc. issued a press release announcing that it intends to offer approximately \$125 million principal amount of convertible senior notes due 2012, with an option to the initial purchasers to purchase up to an additional \$25 million principal amount of notes. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release Dated January 18, 2005

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 hereunto duly authorized.

ALEXION PHARMACEUTICALS, INC.

Date: January 18, 2005

By: /s/ Thomas I. H. Dubin

Name: Thomas I. H. Dubin

Title: Vice President and General Counsel

CHESHIRE, Conn., Jan. 18 /PRNewswire-FirstCall/ — Alexion Pharmaceuticals, Inc. (Nasdaq: ALXN) today announced that it intends, subject to market and other conditions, to sell approximately \$125 million principal amount of its Convertible Senior Notes due 2012 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. Alexion expects the terms of the offering to include an option for the initial purchasers in the offering to purchase up to an additional \$25 million principal amount of notes.

Alexion expects to use the proceeds of the offering to retire its outstanding 5³/₄% Convertible Subordinated Notes due 2007 and for general corporate purposes.

The notes to be offered and the common stock issuable upon conversion of the notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding Alexion’s intention to raise proceeds through the offering and sale of convertible notes, the intended use of proceeds and the anticipated terms of the notes. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are Alexion’s ability to complete the offering on the anticipated terms or at all, general market conditions and other risks described in Alexion’s annual report on Form 10-K for the year ended July 31, 2004. Alexion is providing this information as of the date of this press release and does not undertake any obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise.

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SOURCE Alexion Pharmaceuticals, Inc.