

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) March 14, 2005**

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**ALEXION PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

**(b) Resignation of Vice President and Chief Financial Officer**

On March 14, 2005, Carsten Boess, Alexion Pharmaceuticals, Inc.'s Vice President and Chief Financial Officer, informed the Company of his intention to resign effective April 1, 2005. A copy of the press release announcing the resignation of Mr. Boess is attached to this current report on Form 8-K as Exhibit 99.1.

**Item 8.01 Other Events**

On March 15, 2005, Alexion Pharmaceuticals, Inc. completed the redemption of all of its outstanding 5 3/4% Convertible Subordinated Notes Due 2007. The redemption was previously announced on January 25, 2005 (see the Press Release filed on Form 8-K on January 25, 2005), and was further discussed in the Company's Form 10-Q filed on March 8, 2005. Alexion will report a one-time loss on early extinguishment of debt of approximately \$3.3 million resulting from the redemption.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated March 16, 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: March 16, 2005

By: /s/ Thomas I. H. Dubin

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Name: Thomas I. H. Dubin  
Title: Vice President and  
General Counsel



352 Knotter Drive ▲ Cheshire, CT ▲ 06410 ▲ Phone 203-272-2596 ▲ Fax 203-271-8199 ▲ www.alxn.com

**FOR IMMEDIATE RELEASE**

**Contacts:**

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Leonard Bell, M.D.  
Chief Executive Officer  
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Noonan/Russo  
Robert Stanislaro (Media)  
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**Alexion Pharmaceuticals Announces Management Change**

Cheshire, CT, March 16, 2005 — Alexion Pharmaceuticals, Inc. (Nasdaq: ALXN) today announced the resignation of Carsten Boess, the Company's Chief Financial Officer. Mr. Boess is leaving to pursue other opportunities. David Keiser, President and Chief Operating Officer of Alexion, will temporarily resume his direct responsibility for functions managed by Mr. Boess while a search for a permanent replacement is conducted. Mr. Boess will remain with the Company until April 1.

"Over the past couple of years, we have developed the Finance group into a solid organizational function, well capable of supporting the Company as we prepare for commercialization of our two lead drug candidates," said Leonard Bell, M.D., Chief Executive Officer. "We appreciate the contributions Carsten has made during his 14 months with us. All of us at Alexion wish Carsten every success in the future."

Alexion is engaged in the discovery and development of therapeutic products aimed at treating patients with a wide array of severe disease states, including hematologic and cardiovascular disorders, autoimmune diseases and cancer. Alexion's two lead product candidates, pexelizumab and eculizumab, are currently undergoing evaluation in several clinical development programs, including two Phase III trials of eculizumab for the treatment of paroxysmal nocturnal hemoglobinuria (PNH), a Phase III trial of pexelizumab in coronary artery bypass graft (CABG) surgery patients undergoing cardiopulmonary bypass (CPB), and a Phase III trial of pexelizumab in acute myocardial infarction (AMI) patients. The pexelizumab trials are conducted in collaboration with Procter and Gamble Pharmaceuticals. Under the Special Protocol Assessment process, the FDA has agreed to the design of protocols for the Phase III pexelizumab trials that could, if successful, serve as the primary basis of review for approval of licensing applications for the two indications. Also under the Special Protocol Assessment process, the FDA has agreed to the design of protocols for the two trials of eculizumab in PNH patients that could, if successful, serve as the primary basis of review for approval of a licensing application for eculizumab in the PNH indication. Eculizumab is also in Phase II clinical development in rheumatoid arthritis and membranous nephritis. Alexion is engaged in discovering and developing a pipeline of additional antibody therapeutics targeting severe unmet medical needs, through its wholly owned subsidiary, Alexion Antibody Technologies, Inc. This press release and further information about Alexion Pharmaceuticals, Inc. can be found on the World Wide Web at: <http://www.alexionpharm.com>.

([more](#))

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to certain factors which may cause our plans and results to differ significantly from plans and results discussed in such forward-looking statements, including but not limited to the risks discussed in Alexion's Annual Report on Form 10-K for the year ended July 31, 2004 and in our other filings with the Securities and Exchange Commission. 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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