SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

	CONEDULE 100		
Under	the Securities Excha (Amendment No.		
	Alexion Pharmaceutic	als, Inc.	
	(Name of Issue		
	Common Stock Par Vau	e \$.0001	
	(Title of Class of Se		
	015351109		
	(CUSIP Number		
(Date of Even	t which Requires Fili	ng of this Statement)	
Check the appropria this Schedule is filed:	te box to designate t	he rule pursuant to which	
	_ Rule 13d-1 _ Rule 13d-1 X Rule 13d-1	(c)	
person's initial filing o	n this form with respondent co	be filled out for a reporect to the subject class of ontaining information which	f
deemed to be "filed" for Act of 1934 ("Act") or ot the Act but shall be subj the Notes).	the purpose of Section herwise subject to the ect to all other prove	r of this cover page shall n 18 of the Securities Exc e liabilities of that sect isions of the Act (however	hange ion of , see
CUSIP No. 015351109 	13G	Page 2 of :	19 Pages
Oak Management Corpor	Nos. of above person	s. (entities only)	
		group (see instructions)	(h)
(3) SEC use only.			
(4) Citizenship or place			
Delaware			
 Number of shares benefici		porting person with:	
(5) Sole voting power Not applicable	:		
(6) Shared voting pow 526,684 shares of			
(7) Sole dispositive Not applicable	power:		
(8) Shared dispositiv 526,684 shares of			

(9)	Aggregate amount beneficially owned by each reporting person.
	526,684 shares of common stock
(10)	Check if the aggregate amount in Row (9) excludes certain shares $ _ $ (see instructions).
(11)	Percent of class represented by amount in Row 9.
	4.7%
(12)	Type of reporting person (see instructions).
	со

CUS	IP N	o. 015351109		13G	Page 3 of	19 Pages
(1)		e of Reportin .S. Identific		bove persons.	(entities only)	
		Investment F 1332464	artners V, Limi		ip	
(2)	Che		riate box if a	member of a g	roup (see instructions)	(a) _ (b) _
(3)	SEC	use only.				
(4)	Cit	izenship or p	lace of organiz			
	Del	aware				
Num	ber	of shares ben	eficially owned	by each repo	rting person with:	
	(5)	Sole voting 515,099 shar	power: es of commom st	ock		
	(6)	Shared votin Not Applicab	0 1			
	(7)	Sole disposi 515,099 shar	tive power: es of commom st	ock		
	(8)	Shared dispo	ositive power: ble			
(9)	Agg	 regate amount	beneficially o	wned by each	reporting person.	
	51	5,099 shares	of commom stock			
(10		eck if the ag ee instructio		in Row (9) ex	cludes certain shares	_
 (11) Pe	rcent of clas	s represented b	v amount in R		
(4.		o represented b			
(12) Ty	 pe of reporti	ng person (see			
	PN					

CUSIP No	0. 015351109	13G	Page 4	of 19 Pages
` '	e of Reporting Person. S. Identification		sons. (entities only)	
	Associates V, LLC 1332465			
(2) Che			f a group (see instruction	(b)
(3) SEC	use only.			
(4) Cit:	izenship or place (
Dela	aware			
Number	of shares beneficia	ally owned by each	reporting person with:	
(5)	Sole voting power Not applicable	:		
(6)	Shared voting power 515,099 shares of			
(7)	Sole dispositive Not applicable	oower:		
(8)	Shared dispositive 515,099 shares of			
(9) Aggi	regate amount bene	ficially owned by	each reporting person.	
51	5,099 shares of co	nmon stock		
	eck if the aggrega ee instructions).	te amount in Row (9) excludes certain shares	I_I
(11) Per	rcent of class rep		in Row 9.	
4.6	5%			
(12) Ty	pe of reporting pe	rson (see instruct	ions).	
00	-LLC			

CUS	IP N	o. 015351	.109	13G			Page 5 of	f 19 Pages
(1)			orting Person ification No		persons.	(entities	only)	
		V Affili 1334685	ates Fund, L	imited Part	nership			
(2)	Che	•	propriate bo		_) (a) _ (b) _
(3)	SEC	use only						
(4)	Cit		or place of					
	Del	aware						
 Num	ber	of shares	beneficiall	y owned by	each repo	rting perso	on with:	
	(5)		ing power: hares of com	mon stock				
	(6)	Shared v Not appl	oting power: icable					
	(7)		positive pow hares of com					
	(8)	Shared d Not appl	lispositive p icable	ower:				
 (9)	Agg	 regate am	ount benefic	ially owned	by each	reporting p	oerson.	
	11	,585 shar	es of common	stock				
(10		eck if th ee instru	e aggregate	amount in R	ow (9) ex	cludes cert	cain shares	I_I
 (11) Pe	 rcent of	class repres	ented by am	ount in R			
	.1	0%						
(12) Ty	pe of rep	orting perso	n (see inst	ructions)			
	PN							

CUSI	P No. 015351109	13G	Page 6 of 19 Pages
(1)	Name of Reporting I I.R.S. Identificat	Persons ion Nos. of above persons. (entities only)
	Oak V Affiliates 06-1334686		
		ate box if a member of a gro	up (see instructions) (a) _ (b) _
	SEC use only.		
(4)		ce of organization.	
	Connecticut		
Numb	er of shares benef	icially owned by each report:	
	(5) Sole voting por Not applicable	wer:	
	(6) Shared voting 11,585 shares	power: of common stock	
	(7) Sole dispositive Not applicable	ve power:	
	(8) Shared disposi 11,585 shares o	tive power: of common stock	
(9)	Aggregate amount be	eneficially owned by each re	porting person.
	11,585 shares of (common stock	
(10)	Check if the aggre (see instructions	egate amount in Row (9) excl).	udes certain shares _
 (11)		represented by amount in Row	
, ,	. 10%		
(12)	Type of reporting	person (see instructions).	
. ,	PN	,	

CUSIP No.	. 015351109	13G	Page 7 of	19 Pages
	of Reporting Person S. Identification No		(entities only)	
Bande	el L. Carano			
(2) Check		_	roup (see instructions)	(a) _ (b) _
(3) SEC (
(4) Citiz	zenship or place of			
Unite	ed States			
Number of	f shares beneficially	y owned by each repo	rting person with:	
	Sole voting power: Not applicable			
	Shared voting power: 526,684 shares of co	mmon stock		
	Sole dispositive pow Not applicable	er:		
	Shared dispositive po 526,684 shares of co			
(9) Aggre	egate amount benefic	ially owned by each	reporting person.	
526,	,684 shares of commo	n stock		
	ck if the aggregate as instructions).	amount in Row (9) ex	cludes certain shares	I_I
(11) Pero	cent of class repres	ented by amount in R		
4.7%	6			
(12) Type	e of reporting perso	n (see instructions)		
IN				

CUSIP N	lo. 015351109	13G	Page 8 of 19 Pages
	ne of Reporting P	ersons on Nos. of above persons. (e	entities only)
Ger	ald R. Gallagher		
(2) Che	ck the appropria		up (see instructions) $(a) _{-} $
` '	use only.		
		e of organization.	
Uni	ted States		
Number	of shares benefi	cially owned by each reporti	
(5)	Sole voting pow Not applicable	er:	
(6)	Shared voting p 526,684 shares	ower: of common stock	
(7)	Sole dispositiv Not applicable	e power:	
(8)	Shared disposit 526,684 shares	ive power: of common stock	
(9) Agg		neficially owned by each rep	porting person.
	6,684 shares of	common stock	
(10) Ch		gate amount in Row (9) exclu	
(11) Pe		epresented by amount in Row	9.
4.	7%		
(12) Ty	pe of reporting	person (see instructions).	
IN			

(1) Name of Reporting Persons I.R.S. Identification Nos. of above persons. (entities only)	
Edward F. Glassmeyer	
(2) Check the appropriate box if a member of a group (see instructions)	(h)
(3) SEC use only.	
(4) Citizenship or place of organization.	
United States	
Number of shares beneficially owned by each reporting person with:	
(5) Sole voting power: Not applicable	
(6) Shared voting power: 526,684 shares of common stock	
(7) Sole dispositive power: Not applicable	
(8) Shared dispositive power: 526,684 shares of common stock	
(9) Aggregate amount beneficially owned by each reporting person.	
526,684 shares of common stock	
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions).	I_I
(11) Percent of class represented by amount in Row 9.	
4.7%	
(12) Type of reporting person (see instructions).	
IN	

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CUSIP No. 015351109

CUSIP No. 0153	51109	13G	Page 10	of 19 Pages
	porting Persons ntification Nos. (of above persons	. (entities only)	
Fredric W.				
• •	appropriate box if	f a member of a	group (see instructio	
(3) SEC use on	ly.			
	p or place of orga			
United Sta	tes			
Number of shar	es beneficially ow	vned by each rep	orting person with:	
	oting power: plicable			
	voting power: 4 shares of commor	ı stock		
	ispositive power: plicable			
	dispositive power 4 shares of commor			
(9) Aggregate	amount beneficial	Ly owned by each	reporting person.	
526,684 s	hares of common st	iock		
(see inst	ructions).	, ,	xcludes certain share	
	f class represente		Row 9.	
4.7%				
(12) Type of r	eporting person (s	see instructions		
IN				

CUSIP	No. 015351109	13G	Page 11 of 19 Pages
	me of Reporting F R.S. Identificati	Persons ion Nos. of above persons. (entities only)
An	n H. Lamont		
(2) Ch		ate box if a member of a gro	up (see instructions) (a) _ (b) _
(3) SE	C use only.		
(4) Ci		ce of organization.	
Un	ited States		
Number	of shares benefi	icially owned by each report	ing person with:
(5) Sole voting pow Not applicable	ver:	
(6) Shared voting p 526,684 shares	oower: of common stock	
(7) Sole dispositiv Not applicable	/e power:	
(8) Shared disposit 526,684 shares	tive power: of common stock	
(9) Ag	gregate amount be	eneficially owned by each re	porting person.
5	26,684 shares of	common stock	
	heck if the aggresee instructions)		udes certain shares _
 (11) P		represented by amount in Row	
4	. 7%		
(12) T	ype of reporting	person (see instructions).	
I	N		

CUSIP No. 015351109	13G	Page 12 of	19 Pages
(1) Name of Reporting Pers I.R.S. Identification	ons Nos. of above persons.	(entities only)	
Eileen M. More			
(2) Check the appropriate	_	oup (see instructions)	(h) i i
(3) SEC use only.			
(4) Citizenship or place o			
United States			
Number of shares beneficia	lly owned by each repor	ting person with:	
(5) Sole voting power: Not applicable			
(6) Shared voting powe 526,684 shares of			
(7) Sole dispositive p Not applicable	ower:		
(8) Shared dispositive 526,684 shares of			
(9) Aggregate amount benef	icially owned by each r	reporting person.	
526,684 shares of com			
(10) Check if the aggregat (see instructions).		ludes certain shares	
(11) Percent of class repr	esented by amount in Ro		
4.7%			
(12) Type of reporting per			
IN			

Schedule 13G Amendment No. 2 Common Stock, Par Value \$.0001 CUSIP No. 015351109

Item 1(a) Name of Issuer:

Alexion Pharmaceuticals, Inc.

Address of Issuer's Principal Executive Offices: Item 1(b)

25 Science Park, Suite 360

New Haven, CT 06511

Name of Person filing: Item 2(a)

Oak Investment Partners V, Limited Partnership

Oak Associates V, LLC

Oak V Affiliates Fund, Limited Partnership

Oak V Affiliates

Oak Management Corporation

Bandel L. Carano Gerald R. Gallagher

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

Eileen M. More

Item 2(b) Address of Principal Business Office or, if none, Residence:

c/o Oak Management Corporation One Gorham Island

Westport, CT 06880

Item 2(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person

Item 2(d) Title of Class of Securities:

Common stock, \$.0001 par value

Item 2(e) CUSIP Number: 015351109

Item 3 Not Applicable.

Item 4 Ownership. The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Entities is based upon 11,281,324 shares outstanding as of December 12, 1998, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1998, plus the shares issuable upon exercise of the options described in the following sentence. Amounts shown as beneficially owned include currently exercisable options to purchase 30,122 shares of Common Stock and 678 shares of Common Stock which may be deemed to be held by Eileen M. More on behalf of Oak Investment Partners V, Limited Partnership, and Oak V Affiliates Fund, Limited Partnership, respectively.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: |X|

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8 Identification and Classification of Members of the Group.

Not applicable

Item 9 Notice of Dissolution of Group.

Not applicable

Item 10 Certification.

Not applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 16, 1999

Oak Investment Partners V, Limited Partnership By: Oak Associates V, LLC, As General Partner By: /s/ Eileen M. More -----Managing Member Oak Associates V, LLC By: /s/ Eileen M. More Managing Member Oak V Affiliates Fund, Limited Partnership By: Oak V Affiliates, As General Partner By: /s/ Eileen M. More General Partner Oak V Affiliates

By: /s/ Eileen M. More
General Partner

OAK MANAGEMENT CORPORATION

Ву:	/s/ Edward F. Glassmeyer
	Name: Edward F. Glassmeyer Title: President
	/s/ Bandel L. Carano Bandel L. Carano
	/s/ Fredric W. Harman
	Fredric W. Harman
	/s/ Gerald R. Gallagher
	Gerald R. Gallagher
	/s/ Edward F. Glassmeyer
	Edward F. Glassmeyer
	/s/ Ann H. Lamont
	Ann H. Lamont
	/s/ Eileen M. More
	Eileen M. More

INDEX TO EXHIBITS

		Page	
EXHIBIT A	Agreement of Reporting Persons	18	

Exhibit A

Each of the undersigned hereby agrees that Amendment No. 2 to the Schedule 13G filed on the date hereof with respect to the shares of Common Stock of Alexion Pharmaceuticals, Inc. has been filed on behalf of the undersigned.

Signature:

Dated February 16, 1999

Oak Investment Partners V, Limited Partnership

By: Oak Associates V, LLC, As General Partner

Oak Associates V, LLC

By: /s/ Eileen M. More

Managing Member

Oak V Affiliates Fund, Limited Partnership

By: Oak V Affiliates, As General Partner

By: /s/ Eileen M. More
General Partner

Oak V Affiliates By: /s/ Eileen M. More General Partner OAK MANAGEMENT CORPORATION By: /s/ Edward F. Glassmeyer Name: Edward F. Glassmeyer Title: President /s/ Bandel L. Carano Bandel L. Carano /s/ Fredric W. Harman Fredric W. Harman /s/ Gerald R. Gallagher Gerald R. Gallagher /s/ Edward F. Glassmeyer Edward F. Glassmeyer /s/ Ann H, Lamont Ann H. Lamont /s/ Eileen M. More

Eileen M. More