
**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 27, 2009

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 Knotter 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 3.02. Unregistered Sales of Equity Securities.

On May 27, 2009, we issued an aggregate of 2,131,511 shares of our common stock, par value \$0.0001 per share (“Common Stock”), in exchange for \$32,970,000 aggregate principal amount of our 1.375% Convertible Senior Notes due 2012 (the “Notes”) beneficially owned by Xaraf Capital Master Fund L.P. and by Sunrise Partners Limited Partnership, LLC.

On May 29, 2009, we issued an aggregate of 212,829 shares of our Common Stock in exchange for \$3,292,000 aggregate principal amount of Notes beneficially owned by CSS, LLC and by The Wolverine Convertible Arbitrage Fund Trading Limited.

We will not receive any cash proceeds as a result of the exchange of Common Stock for such Notes and such Notes will be retired and cancelled. Immediately following the last exchange described above, the outstanding principal balance of the Notes is \$9,918,000. We may engage in additional exchanges in respect of our outstanding indebtedness if and as favorable opportunities arise.

The issuance of the shares of our common stock was made solely in exchange of such Notes pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended, under Section 3(a)(9) of such Act.

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 29, 2009

ALEXION PHARMACEUTICALS, INC.

By: /s/ Thomas I.H. Dubin

Name: Thomas I. H. Dubin

Title: Senior Vice President and General Counsel