

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): November 8, 2017

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-27756

13-3648318

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

**(Commission
File Number)**

**(I.R.S. Employer
Identification No.)**

100 College Street, New Haven, Connecticut 06510

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 475 230-2596

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 8, 2017, the Board of Directors of Alexion Pharmaceuticals, Inc. appointed Francois Nader, MD to Alexion's Board of Directors. Alexion also announced that Michele Burns notified the Board that she will not stand for re-election at Alexion's 2018 annual meeting of shareholders.

There are no transactions and no proposed transactions between Dr. Nader (or any member of such individual's immediate family) and Alexion (or any of its subsidiaries), and there is no arrangement or understanding between Dr. Nader and any other person or entity pursuant to which such individual was appointed as a director of Alexion.

Dr. Nader will receive compensation for his service on the Board of Directors in accordance with Alexion's standard compensatory arrangements for non-employee directors. A description of the compensatory arrangements for non-employee directors is included in Alexion's proxy statement on Schedule 14A for the 2017 annual meeting of shareholders, filed with the SEC on March 31, 2017.

A copy of Alexion's press release announcing the appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Dr. Nader served as President, Chief Executive Officer, and Executive Director of NPS Pharma from 2008 to 2015. Prior to NPS, Pharma Dr. Nader was a venture partner at Care Capital, a venture capital firm. He previously served on the North America Leadership Team of Aventis Pharma and its predecessor companies, holding a number of executive positions in integrated healthcare markets and medical and regulatory affairs. Dr. Nader currently serves as non-executive chairman of Acceleron Pharma Inc. and on the boards of Advanced Accelerator Applications, SA, Clementia Pharmaceuticals Inc., and private company AaRETT Neuroscience. Dr. Nader earned his French Doctorate in Medicine from St. Joseph University in Lebanon and a physician executive MBA from the University of Tennessee.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#)

Press Release, dated November 8, 2017

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: November 8, 2017

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary



Alexion Appoints Francois Nader, M.D. to its Board of Directors

—Former President and CEO of NPS Pharma Brings Strong Biotech Leadership and Rare Disease Expertise—

NEW HAVEN, Conn.—November 8, 2017— Alexion Pharmaceuticals, Inc. (NASDAQ:ALXN) today announced that Francois Nader, M.D., has been appointed to the Company's Board of Directors. Dr. Nader is an accomplished leader in the biopharmaceutical industry with a proven track record of building and transforming companies, launching rare disease therapies, and creating significant shareholder value.

As President, Chief Executive Officer, and Executive Director of NPS Pharma from 2008 to 2015, Dr. Nader transformed the organization into a leading global biotechnology company focused on delivering innovative therapies to patients with rare diseases. Dr. Nader currently serves as non-executive chairman of Acceleron Pharma Inc. and on the boards of Advanced Accelerator Applications, SA, Clementia Pharmaceuticals Inc., and private company AaRETT Neuroscience. Prior to NPS, Dr. Nader was a venture partner at Care Capital, a venture capital firm. He previously served on the North America Leadership Team of Aventis Pharma and its predecessor companies, holding a number of executive positions in integrated healthcare markets and medical and regulatory affairs. He also led global commercial operations at the Pasteur Vaccines division of Rhone-Poulenc. Dr. Nader earned his French Doctorate in Medicine from St. Joseph University in Lebanon and a physician executive MBA from the University of Tennessee.

David Brennan, Chairman of the Board, commented, "We are very pleased to welcome Francois to Alexion's Board of Directors. Francois is a leading value-builder in the biotechnology industry with expertise in developing and delivering innovative therapies that address significant patient needs. His strong background in rare diseases across both commercial and R&D functions will be a valuable addition to our board."

Dr. Nader added: "Alexion is a recognized global leader in rare diseases with an exciting future as it executes on a strategy to drive sustainable, long-term performance. As a member of the Board of Directors, I look forward to applying my life sciences experience to help guide the company's future growth and success."

Alexion also announced today that Director M. Michele Burns has advised the Board that she does not plan to stand for re-election at the Company's next annual meeting of shareholders. As previously announced in September 2017, Director Alvin S. Parven advised the Board that he does not plan to stand for re-election at the Company's next annual meeting of shareholders and will retire from the Board at the 2018 annual meeting. Alexion's Board of Directors has retained Spencer Stuart to conduct a search for an additional Director. The Board is seeking candidates who represent a range of backgrounds, perspectives, skills, and expertise, with an emphasis on maintaining a diverse Board.

About Alexion

Alexion is a global biopharmaceutical company focused on serving patients and families affected by rare diseases through the innovation, development and commercialization of life-changing therapies. Alexion is the global leader in complement inhibition and has developed and commercialized the first and only approved complement inhibitor to treat patients with paroxysmal nocturnal hemoglobinuria (PNH), atypical hemolytic uremic syndrome (aHUS), and anti-acetylcholine receptor (AChR) antibody-positive generalized myasthenia gravis (gMG). In addition, Alexion has two highly innovative enzyme replacement therapies for patients with life-threatening and ultra-rare metabolic disorders, hypophosphatasia (HPP) and lysosomal acid lipase deficiency (LAL-D). As the leader in complement biology for over 20 years, Alexion focuses its research efforts on novel molecules and targets in the complement cascade, and its development efforts on the core therapeutic areas of hematology, nephrology, neurology, and metabolic disorders. This press release and further information about Alexion can be found at: www.alexion.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements often include words such as "anticipate," "believe," "expect," "will," or similar expressions. Forward-looking statements are subject to factors that may cause Alexion's results and plans to differ from those expected, including the risks set forth from time to time in Alexion's filings with the U.S. Securities and Exchange Commission, including but not limited to the risks discussed in Alexion's Quarterly Report on Form 10-Q for the period ended September 30, 2017 and in our other filings with the U.S. Securities and Exchange Commission. Alexion does not intend to update any of these forward-looking statements to reflect events or circumstances after the date hereof, except when a duty arises under law.

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Contact:

Alexion Pharmaceuticals, Inc.

Media

Kim Diamond, 475-230-3775

Executive Director, Corporate Communications

or

Investors

Elena Ridloff, CFA, 475-230-3601

Vice President, Investor Relations

or

Catherine Hu, 475-230-3599

Director, Investor Relations