
**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)
August 13, 2015

Alexion Pharmaceuticals, Inc.
(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-27756
(Commission File Number)

13-3648318
(I.R.S. Employer
Identification No.)

352 Knotter Drive,
Cheshire, Connecticut 06410
(Address of Principal Executive Offices, including Zip Code)

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

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:

- 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 July 8, 2015, Alexion Pharmaceuticals, Inc. (the "Company") entered into a Registration Rights Agreement (the "Registration Rights Agreement") with certain former stockholders (the "Selling Stockholders") of Synageva BioPharma Corp. ("Synageva") who received shares of the Company's common stock, par value \$0.0001 (the "Common Stock") as a result of the Company's acquisition of Synageva on June 22, 2015. Pursuant to the Registration Rights Agreement, the Company filed an automatic shelf registration statement on Form S-3 and final prospectus supplement to such registration statement to register for resale up to 6,476,002 shares of Common Stock (the "Securities") held by the Selling Stockholders. The Selling Stockholders will receive all of the proceeds from any sales of the Securities.

In connection with the registration of the Securities, the opinion of Ropes & Gray LLP, Boston, Massachusetts, counsel to the Company, is filed as Exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ropes & Gray LLP (included in Exhibit 5.1 above).

Index to Exhibits

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ROPES & GRAY LLP
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August 13, 2015

Alexion Pharmaceuticals, Inc.
352 Knotter Drive
Cheshire, Connecticut 06410

Re: Registration Statement on Form S-3 filed on August 13, 2015

Ladies and Gentlemen:

This opinion is furnished to you in connection with the above-referenced registration statement (the "Registration Statement"), including the base prospectus dated August 13, 2015 (the "Base Prospectus") filed therewith, and the prospectus supplement dated August 13, 2015 (together with the Base Prospectus, the "Prospectus") filed with the Securities and Exchange Commission (the "Commission") by Alexion Pharmaceuticals, Inc., a Delaware corporation (the "Company"), pursuant to Rule 424 promulgated under the Securities Act of 1933, as amended (the "Act"). The Prospectus registers for resale up to 6,476,002 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share, by certain stockholders of the Company as described in the Prospectus, which Shares are covered by the Registration Statement.

We have acted as counsel for the Company in connection with the registration of the Shares. For purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized, validly issued, and are fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Current Report on Form 8-K to be incorporated by reference in the Registration Statement and to the use of our name therein and in the Prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP