

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Brennan David R</b>  (Last) (First) (Middle) <b>C/O ALEXION PHARMACEUTICALS, INC</b> <b>121 SEAPORT BOULEVARD</b>  (Street) <b>BOSTON MA 02210</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ALEXION PHARMACEUTICALS, INC. [ ALXN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/21/2021</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.0001 per share	07/21/2021		D		20,873 <sup>(1)</sup>	D	\$0	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to Purchase Common Stock	\$155.01	07/21/2021		D			2,343	05/06/2016 <sup>(2)</sup>	05/06/2025	Common Stock, par value \$.0001 per share	2,343	\$155.01	0	D	
Option to Purchase Common Stock	\$167.97	07/21/2021		D			2,706	07/22/2015 <sup>(2)</sup>	07/22/2024	Common Stock, par value \$.0001 per share	2,706	\$167.97	0	D	
Option to Purchase Common Stock	\$138.86	07/21/2021		D			2,294	05/11/2017 <sup>(2)</sup>	05/11/2026	Common Stock, par value \$.0001 per share	2,294	\$138.86	0	D	

**Explanation of Responses:**

1. Represents shares of Alexion common stock disposed in connection with the Agreement and Plan of Merger (the "Merger Agreement") dated as of December 12, 2020, by and among Alexion and AstraZeneca PLC. In accordance with the Merger Agreement, upon the First Effective Time (as defined in the Merger Agreement), each share of Alexion common stock was converted into the right to receive (i) 2.1423 American Depositary Shares (ADSs) of AstraZeneca PLC and (ii) \$60.00 in cash (the "Merger Consideration"). Upon the First Effective Time, 3,336 restricted stock units were fully vested and cancelled and converted into the right to receive the Merger Consideration with respect to each share of Alexion common stock subject to such restricted stock units.

2. Upon the First Effective Time, these options were cancelled and converted into the right to receive the product obtained by multiplying (A) the excess, if any, of the value of the Merger Consideration over the exercise price per share of the Alexion common stock subject to such options immediately prior to the First Effective Time by (B) the number of shares of Alexion common stock subject to such option immediately prior to the First Effective Time by (ii) the value of the Merger Consideration.

**Remarks:**

/s/ Douglas Barry, Attorney-in-Fact for David R. Brennan. 07/23/2021

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.