

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

ALEXION PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK, \$.0001 PAR VALUE

(Title of Class of Securities)

015351109

(CUSIP Number)

Mark H. Swartz
Executive Vice President
c/o Tyco International (US) Inc.
One Tyco Park
Exeter, NH 03833
(603) 778-9700

Michael W. Lyons
Corporate Counsel
United States Surgical Corporation
150 Glover Avenue
Norwalk, Connecticut 06856
(203) 845-1000

with a copy to:

Frederick W. Kanner, Esq.
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019-6092
(212) 259-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

DECEMBER 30, 1998

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
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SCHEDULE 13D

CUSIP NO. 015351109

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1

NAME OF REPORTING PERSON: Tyco International Ltd.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

Not Applicable

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /X/
(b) / /

3

SEC USE ONLY

4

SOURCE OF FUNDS*

Not Applicable

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e) / /

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

7

SOLE VOTING POWER

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

Not Applicable

8

SHARED VOTING POWER

Not Applicable

9

SOLE DISPOSITIVE POWER

Not Applicable

10

SHARED DISPOSITIVE POWER

Not Applicable

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

Not Applicable

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14

TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

SCHEDULE 13D

CUSIP NO. 015351109

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1 NAME OF REPORTING PERSON: United States Surgical Corporation

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

132518270

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
Not Applicable

8 SHARED VOTING POWER
Not Applicable

9 SOLE DISPOSITIVE POWER
Not Applicable

10 SHARED DISPOSITIVE POWER
Not Applicable

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

Not Applicable

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14

TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION

Tyco International Ltd., a Bermuda company ("Tyco") and United States Surgical Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Tyco ("US Surgical") hereby further amend and supplement Statement on 13D previously filed by Tyco and US Surgical (the "Schedule 13D") relating to the common stock \$.0001 par value (the "Common Stock"), of Alexion Pharmaceuticals, Inc., a Delaware corporation (the "Issuer"), originally filed with the Securities and Exchange Commission (the "Commission") on February 29, 1996, as amended. The item numbers and responses thereto below are in accordance with the requirements of Schedule 13D.

Unless otherwise indicated herein, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D. The term Reporting Persons means Tyco and US Surgical.

The Schedule 13D is hereby amended as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Number of Shares Beneficially Owned:

As of the date hereof, the Reporting Persons own an aggregate of 0 shares of Common Stock of the Issuer.

(b) Sole Power to Vote, Direct the Vote of, Dispose of, or Direct the Disposition of Shares:

Not Applicable.

(c) Recent Transactions:

On December 30, 1998, the Reporting Persons sold 824,087 shares of Common Stock of the Issuer in open market transactions at a price of \$11.625 per share.

(d) Rights with Respect to Dividends on Sales Proceeds:

Not Applicable.

(e) Date of Cessation of Five Percent Beneficial Ownership:
12/30/98.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and supplemented by the following:

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|---|
| 1 | Agreement of Joint Filing pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended. |

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

Date: January 21, 1999

TYCO INTERNATIONAL LTD.

By: /s/ MARK H. SWARTZ

Name: Mark H. Swartz
Title: Executive Vice President, Chief
Financial Officer

UNITED STATES SURGICAL CORPORATION

By: /s/ MARK H. SWARTZ

Name: Mark H. Swartz
Title: Vice President

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Agreement of Joint Filing

Pursuant to 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13D (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed, is filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

TYCO INTERNATIONAL LTD.

By: /s/ MARK H. SWARTZ

Name: Mark H. Swartz
Title: Executive Vice President, Chief
Financial Officer

UNITED STATES SURGICAL CORPORATION

By: /s/ MARK H. SWARTZ

Name: Mark H. Swartz
Title: Vice President

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