

**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): January 22, 2018**

**ALEXION PHARMACEUTICALS, INC.**

-----  
(Exact name of registrant as specified in its charter)

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

**000-27756**  
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(Commission  
File Number)

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

**100 College Street, New Haven, Connecticut 06510**  
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(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.**

Following the appointment of two new directors in September and November of 2017, Alexion Pharmaceuticals, Inc. (Alexion) announced in November 2017 that it was conducting a director search to fill an open Board seat and would be seeking candidates who represent a range of backgrounds, perspectives, skills, and expertise, with an emphasis on maintaining a diverse Board of Directors. On January 22, 2018, the Board of Directors of Alexion appointed Deborah Dunsire, M.D. to Alexion's Board of Directors.

There are no transactions and no proposed transactions between Dr. Dunsire (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. Dunsire and any other person or entity pursuant to which such individual was appointed as a director of Alexion. As previously announced in a press release issued by Alexion on January 2, 2018, Alexion had agreed to work collaboratively with Elliott on identifying a new director.

Dr. Dunsire will receive compensation for her 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 will be included in Alexion's proxy statement on Schedule 14A for the 2018 annual meeting of shareholders, which will be filed with the U.S. Securities and Exchange Commission prior to the 2018 annual meeting of shareholders.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press release, dated January 22, 2018](#)

## 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: January 22, 2018

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary



## **ALEXION APPOINTS DEBORAH DUNSIRE, M.D. TO ITS BOARD OF DIRECTORS**

- Dr. Dunsire Brings Deep Biopharmaceutical Experience to Alexion's Board --

NEW HAVEN, Conn., January 22, 2018 -- Alexion Pharmaceuticals, Inc. (NASDAQ:ALXN) today announced that Deborah Dunsire, M.D. has been appointed to the Company's Board of Directors as a new independent director. Dr. Dunsire is a proven leader in the biopharmaceutical industry with three decades of experience and a successful track record of growing businesses, fostering R&D and commercial development, and creating shareholder value.

Dr. Dunsire served as President and Chief Executive Officer of Millennium Pharmaceuticals, Inc. from 2005-2013, where she led the transformation of the company into a biotechnology industry leader. Prior to Millennium, which became Takeda Oncology, Dr. Dunsire led the Novartis North America Oncology Business, which during her ten-year tenure grew in revenues from \$50 million to more than \$2.2 billion, and she served for eight years with Sandoz AG. Dr. Dunsire currently serves as President and Chief Executive Officer of Xtuit Pharmaceuticals, Inc., a privately held biopharmaceutical company developing novel therapeutics. Dr. Dunsire also serves on the boards of Xtuit and Ultragenyx Pharmaceutical, Inc., and previously served on the boards of Takeda Pharmaceuticals, Allergan, Inc. and FORUM Pharmaceuticals, Inc. She received her medical degree from the University of Witwatersrand, Johannesburg, South Africa.

David Brennan, Chairman of the Board, commented, "We are delighted to welcome Deborah to Alexion's Board of Directors. Her experience will be highly valuable to our board as we continue to position Alexion to deliver long-term growth and sustainable value for our shareholders. Alexion has made excellent progress over the past year, enhancing our corporate governance, refocusing our business strategy and achieving important corporate milestones. We look forward to working with Deborah as we continue to build on our leadership in treating patients with rare diseases."

Dr. Dunsire added: "Alexion is a world-class organization with innovative therapies and proven leadership in treating patients with rare diseases. I am excited to join the Alexion Board and look forward to contributing to the Company's continued success."

"Elliott strongly supports Deborah's appointment to the Alexion Board," said an Elliott spokesperson. "She is one of the biopharmaceutical industry's most respected leaders and brings significant experience to the Board. This is another welcome step by Alexion to build on its recent accomplishments and enhance value creation for all shareholders."

### **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 commercializes 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](http://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.

Alexion Pharmaceuticals, Inc.

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