

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to
Form 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Alexion Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

13-3648318

(State of incorporation or organization)

(IRS Employer Identification No.)

25 Science Park, New Haven, Connecticut

06511

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange
on which each class is
to be registered

None

None

Securities to be registered pursuant to Section 12(g) of the Act:

Rights to Purchase Junior Participating Cumulative Preferred
Stock, \$1.00 par value per share, of the Registrant

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

On February 14, 1997 the Board of Directors of the Registrant declared a dividend of one preferred stock purchase right (a "Right") for each outstanding share of Common Stock, par value \$.0001 per share (the "Common Stock") of the Registrant. The Rights were issued to the stockholders of record on March 6, 1997 and will expire in ten years, subject to earlier redemption. Under certain circumstances, each Right entitles the registered holder to purchase from the Registrant one one-hundredth of a share of Junior Participating Cumulative Preferred Stock, par value \$1.00 per share ("Preferred Stock"), of the Registrant or, in certain circumstances, either Common Stock or common stock of an acquiring company at one-half the market price of such Common Stock or common stock, as the case may be. The Rights were designed to make it more likely that all the Registrant's stockholders receive fair and equal treatment in the event of any proposed takeover of the Registrant and to guard against the use of partial tender offers or other coercive tactics to gain control of the Registrant. The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Registrant and Continental Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent").

Exercise Price

On September 18, 2000, the Board of Directors of Registrant amended the purchase price under Registrant's Shareholder Rights Plan. Such purchase price, for each one one-hundredth of a share of Preferred Stock to be issued upon the exercise of each Right under the Rights Agreement was increased from \$75.00 to \$725.00.

Except for the increase in the purchase price, the terms and conditions of the Rights remain unchanged from the description contained in the Form 8-A filed on February 21, 1997.

A copy of Amendment No. 1 to the Rights Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing description of the amendment to the Rights is qualified in its entirety by reference to such Exhibit.

ITEM 2. EXHIBITS

1. Amendment No. 1 to Rights Agreement, dated as of September 18, 2000, between the Registrant and Continental Stock Transfer and Trust Company.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned thereto duly authorized.

ALEXION PHARMACEUTICALS, INC.
(Registrant)

By /s/ Leonard Bell

Leonard Bell
President

DATE: October 6, 2000

EXHIBIT INDEX

Sequential Exhibit No. -----	Description -----	Page No. -----
10.1	Amendment No. 1 to Rights Agreement, dated as of September 18, 2000, between the Registrant and Continental Stock Transfer and Trust Company.	

AMENDMENT NO. 1 TO
RIGHTS AGREEMENT

This AMENDMENT NO. 1 RIGHTS AGREEMENT (the "Amendment") is made as of September 18, 2000 between Alexion Pharmaceuticals, Inc., a Delaware corporation (the "Company"), and Continental Stock Transfer & Trust Company, a New York corporation (the "Rights Agent").

WHEREAS, on February 14, 1997, the Board of Directors of the Company declared a dividend of one preferred stock purchase right ("Right") for each share of Common Stock, par value \$.0001 per share, of the Company outstanding at the close of business on March 6, 1997; and

WHEREAS, each Right entitles the registered holder thereof to purchase from the Company one one-hundredth (1/100 th) of a share of Junior Participating Cumulative Preferred Stock, par value \$1.00 per share, of the Company or, in certain circumstances, either Common Stock of the Company or common stock of an acquiring company at one-half the market price of the Common Stock of the Company; and

WHEREAS, the description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Company and the Rights Agent; and

WHEREAS, the Purchase Price per each one one-hundredth of a share of Preferred Stock payable upon the exercise of a Right is set forth in the Rights Agreement; and

WHEREAS, in view of the increase in the value of the Common Stock of the Company, the Company desires to amend the Rights Agreement in order to provide for an increase in the Purchase Price; and

WHEREAS, the Stock Acquisition Date referred to in the Rights Agreement has not occurred;

NOW, THEREFORE, in consideration of the premises and the agreements set forth herein, the parties hereby agree as follows:

1. Purchase Price Increase. Section 7(b) of the Agreement is hereby amended in its entirety to read as follows:

"(b) The Purchase Price for each one one-hundredth of a share of Preferred Stock issued pursuant to the exercise of a Right shall initially be \$725.00, shall be subject to adjustment from time to time as provided in Sections 11 and 13 hereof and shall be payable in lawful money of the United States of America in accordance with paragraph (c) below."

2. No Further Amendment. Except as expressly amended by this Amendment No. 1, the Rights Agreement shall remain in full force and effect as the same was in effect immediately prior to the date of this Amendment No. 1.

3. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment as of the date first above written.

ATTEST: ALEXION PHARMACEUTICALS, INC.

By: /s/David Keiser

Name: David Keiser
Title: Chief Financial Officer

By: /s/ Leonard Bell

Name: Leonard Bell
Title: President

ATTEST: CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By: /s/ Thomas Jennings

Name: Thomas Jennings
Title: Asst. Secretary

By: /s/ William F. Seegraber

Name: William F. Seegraber
Title: Vice President