

Edgar Filing: IMMUNEX CORP /DE/ - Form 425

IMMUNEX CORP /DE/
Form 425
December 17, 2001

Filed by Amgen Inc. Pursuant to Rule 425
under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934

Subject Company: Immunex Corporation
Commission File No. 0-12406

This filing relates to the proposed acquisition ("Acquisition") by Amgen Inc. ("Amgen") of Immunex Corporation ("Immunex") pursuant to the terms of an Agreement and Plan of Merger, dated as of December 16, 2001 (the "Merger Agreement"), by and among Amgen, AMS Acquisition Inc. and Immunex. The Merger Agreement is on file with the Securities and Exchange Commission as an exhibit to the Current Report on Form 8-K, as amended, filed by Amgen today, December 17, 2001, and is incorporated by reference into this filing.

On December 17, 2001, Amgen made the following information regarding the Acquisition available at <http://amgen.acquisitioninformation.com> and, by

following the appropriate links, on its website at www.amgen.com:

Combined Company Fact Sheet

AMGEN

IMMUNEX

Strategic Rationale

- ☐ Amgen's acquisition of Immunex brings together two of the world's fastest growing biotech companies, significantly accelerating Amgen's long-term growth.
- ☐ The new Amgen will have an unparalleled, diversified portfolio of 3 blockbuster drugs with long patent lives, including Amgen's EPOGEN(R) and NEUPOGEN(R) and Immunex's ENBREL(R), along with Amgen's potential blockbuster Aranesp(TM).
- ☐ The new Amgen will have leadership in three targeted therapeutic areas - nephrology, oncology, and inflammation - with a rich pipeline and R&D focus in proteins and antibodies.
- ☐ Acquisition of Immunex will increase Amgen's long-term product sales growth rate to the low 30s and cash EPS growth rate to the mid-20s, driven by potential ENBREL(R) sales of \$3 billion or more by 2005.

Transaction Summary

Structure	Tax-free reorganization (Immunex shareholders will not be taxed to the extent that they exchange their Immunex stock for Amgen stock)
-----------	---------------------------------------------------------------------------------------------------------------------------------------

Edgar Filing: IMMUNEX CORP /DE/ - Form 425

Terms Immunex shareholders receive 0.44 shares of Amgen common stock and cash of \$4.50 for each Immunex share

Total value Approximately \$16 billion
 Ownership Amgen shareholders 81%; Immunex shareholders 19%
 Amgen will purchase AHP's 41% stake in Immunex, giving AHP an 8% stake in the new company, which is expected to be reduced over time
 Accounting Purchase
 Expected Closing Second Half 2002

----- Key Product Lineup -----

Marketed Products -----	Pipeline -----
Oncology-NEUPOGEN(R), Thioplex(R)	Oncology-Aranesp(TM), KGF, Pegfilgrastim,
Inflammation-ENBREL(R), Kineret(TM)	Epratuzumab, Novantrone(R), ABX-EGF
Nephrology - EPOGEN(R), Aranesp(TM)	Inflammation-sTNF-RI, IL-1 r2
	Nephrology-Calcimimetics

----- Key Financials -----

	Amgen LTM* -----	Immunex LTM* -----	Pro Forma 2002** -----
Annual Revenues	\$3.8 Billion	\$861 Million	\$5.5 Billion
Net Income	\$1.1 Billion	\$154 Million	\$1.5 Billion

Cost Synergies Estimated cost synergies are expected to total more than \$200 million in 2003, and more than \$250 million in 2004.

* Last Twelve Months as of September 30, 2001

** Based on H2 2002 close

----- Management -----

Chairman & CEO	Kevin Sharer	EVP, Sales & Marketing	George Morrow
EVP, R&D	Roger Perlmutter	EVP, Operations	Dennis Fenton
EVP, Finance/Strategy	Richard Nanula	EVP	Peggy Phillips

This document contains forward-looking statements which are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. Risks, uncertainties and assumptions include those risks that are described in the Important Notice contained on this website and in the Securities and Exchange Commission reports filed by Amgen and Immunex, including their most recent filings on Form 10-Q. Amgen and Immunex assume no obligation and expressly disclaim any duty to update information contained in this document except as required by law.

Edgar Filing: IMMUNEX CORP /DE/ - Form 425

Additional Information and Where to Find It

In connection with Amgen's proposed acquisition of Immunex, Amgen and Immunex intend to file with the SEC a joint proxy statement/prospectus and other relevant materials. INVESTORS AND SECURITY HOLDERS OF AMGEN AND IMMUNEX ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND THE OTHER RELEVANT MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT AMGEN, IMMUNEX AND THE ACQUISITION. The joint proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by Amgen or Immunex with the SEC, may be obtained free of charge at the SEC's web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Amgen by directing a request to: Amgen Inc., One Amgen Center Drive, Thousand Oaks, CA 91320-1799, Attn: Investor Relations. Investors and security holders may obtain free copies of the documents filed with the SEC by Immunex by contacting Immunex's Investor Relations department at 51 University Street, Seattle, WA 98101. Investors and security holders are urged to read the joint proxy statement/prospectus and the other

relevant materials when they become available before making any voting or investment decision with respect to the acquisition.

Amgen, Immunex and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the stockholders of Amgen and Immunex in favor of the acquisition. Information about the executive officers and directors of Amgen and their ownership of Amgen common stock is set forth in the proxy statement for Amgen's 2001 Annual Meeting of Shareholders, which was filed with the SEC on April 4, 2001. Information about the executive officers and directors of Immunex and their ownership of Immunex common stock is set forth in the proxy statement for Immunex's 2001 Annual Meeting of Shareholders, which was filed with the SEC on March 16, 2001. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of Amgen, Immunex and their respective executive officers and directors in the acquisition by reading the joint proxy statement/prospectus regarding the acquisition when it becomes available.

Forward-Looking Statements

This document contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including statements about future financial and operating results and Amgen's anticipated acquisition of Immunex. These statements are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. For example, statements of expected synergies, accretion, timing of closing, industry ranking, execution of integration plans and management and organizational structure are all forward-looking statements. Risks, uncertainties and assumptions include the possibility that the market for the sale of certain products and services may not develop as expected; that development of these products and services may not proceed as planned; the Immunex acquisition does not close or that the companies may be required to modify aspects of the transaction to achieve regulatory approval; that prior to the closing of the proposed acquisition, the businesses of the companies suffer due to uncertainty; that the parties are unable to successfully execute their integration strategies, or achieve planned synergies; and other risks that are described in the Securities and Exchange Commission reports filed by Amgen, including its most recent Form 10-Q. Amgen conducts research in the biotechnology/pharmaceutical field where movement from concept to product is uncertain; consequently, there can be no guarantee that any

Edgar Filing: IMMUNEX CORP /DE/ - Form 425

particular product candidate will be successful and become a commercial product.

Furthermore, Amgen's research, testing, pricing, marketing and other operations are subject to extensive regulation by domestic and foreign government regulatory authorities. In addition, sales of Amgen's products are affected by reimbursement policies imposed by third party payors, including governments, private insurance plans and managed-care providers. These government regulations and reimbursement policies may affect the development, usage and pricing of Amgen's products.

In addition, while Amgen routinely obtains patents for Amgen's products and technology, the protection offered by Amgen's patents and patent applications may be challenged, invalidated or circumvented by our competitors.

Because forward-looking statements involve risks and uncertainties, actual results and events may differ materially from results and events currently expected by Amgen and Immunex. Amgen and Immunex assume no obligation and expressly disclaim any duty to update information contained in this document except as required by law.

#