

AMGEN INC  
Form S-8 POS  
December 18, 2014

As filed with the Securities and Exchange Commission on December 18, 2014

Registration No. 333-92424

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**Form S-8 Registration Statement No. 333-92424**  
**Form S-8 Registration Statement No. 333-132932**  
**Form S-8 Registration Statement No. 333-133002**  
**Form S-8 Registration Statement No. 333-44727**  
**Form S-8 Registration Statement No. 333-62735**  
**Form S-8 Registration Statement No. 333-56672**  
**Form S-8 Registration Statement No. 333-83824**  
**Form S-8 Registration Statement No. 333-118254**

***UNDER***  
***THE SECURITIES ACT OF 1933***

**AMGEN INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**95-3540776**  
(I.R.S. Employer

Identification No.)

**One Amgen Center Drive**

**Thousand Oaks, California 91320-1799**

**(805) 447-1000**

(Address of principal executive offices, including zip code)

**Amgen Inc. Amended and Restated 1993 Equity Incentive Plan (f/k/a the Immunex Corporation 1993 Stock Option Plan)**

**Amgen Inc. Amended and Restated 1996 Incentive Stock Plan (f/k/a the Abgenix, Inc. 1996 Incentive Stock Plan, as**

**amended and restated**

**Amgen Inc. Amended and Restated 1997 Special Non-Officer Equity Incentive Plan (f/k/a Amgen Inc. 1997 Special**

**Non-Officer Equity Incentive Plan)**

**Amgen Inc. Amended and Restated 1997 Equity Incentive Plan (f/k/a the Tularik Inc. 1997 Equity Incentive Plan, as amended)**

(Full title of the plan)

**David J. Scott, Esq.**

**Senior Vice President, General Counsel**

**and Secretary**

**One Amgen Center Drive**

**Thousand Oaks, California 91320-1799**

**(805) 447-1000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large Accelerated filer

Accelerated filer

Non-Accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**EXPLANATORY NOTE / DEREGISTRATION OF UNSOLD SECURITIES**

Amgen Inc. (the Company) previously registered shares of the Company's common stock, \$0.0001 par value per share, under the following registration statements (the Registration Statements) concerning shares issuable under certain employee benefit and equity plans and agreements. The Company is filing these post-effective amendments to the Registration Statements (Post-Effective Amendments) in order to deregister any securities registered and unsold under the Registration Statements and to terminate the Registration Statements. The approximate number of unsold shares is set forth below with respect to each Registration Statement. The shares are being removed from registration and the Registration Statements are being terminated because the plans referenced below have now expired or been terminated and all shares that were issuable under the plans have been issued.

| <b>Registration No.</b> | <b>Date Filed With the SEC</b> | <b>Name of Equity Plan or Agreement</b>  | <b>Number of Shares Originally Registered</b> | <b>Approximate Number of Shares Deregistered</b> |
|-------------------------|--------------------------------|--|---|--|
| 333-92424               | 7/16/2002                      | Amgen Inc. Amended and Restated 1993 Equity Incentive Plan (f/k/a the Immunex Corporation 1993 Stock Option Plan)                                | 18,529,954                                    | 587,143  |
| 333-132932              | 4/3/2006                       | Amgen Inc. Amended and Restated 1996 Incentive Stock Plan (f/k/a the Abgenix, Inc. 1996 Incentive Stock Plan, as amended and restated)           | 960,046                                       | 221,743  |
| 333-133002              | 4/5/2006                       |  |   |  |
| 333-44727               | 1/22/1998                      | Amgen Inc. Amended and Restated 1997 Special Non-Officer Equity Incentive Plan (f/k/a Amgen Inc. 1997 Special Non-Officer Equity Incentive Plan) | 48,000,000                                    | 20,958,378                                       |
| 333-62735               | 9/2/1998                       |  | 36,000,000                                    |  |
| 333-56672               | 3/7/2001                       |  | 5,000,000                                     |  |
| 333-83824               | 3/6/2002                       |  | 12,000,000                                    |  |
|                         |                                |  | <i>Total:</i> 101,000,000                     |  |
| 333-118254              | 8/16/2004                      | Amgen Inc. Amended and Restated 1997 Equity Incentive Plan (f/k/a the Tularik Inc. 1997 Equity Incentive Plan, as amended)                       | 4,637,725                                     | 813,355  |

**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, as amended, the registrant, Amgen Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing these Post-Effective Amendments and has duly caused and authorized the officers whose signatures appear below to sign these Post-Effective Amendments on its behalf by the undersigned, in the City of Thousand Oaks, State of California, on December 18, 2014.

AMGEN INC.

By: /s/ David J. Scott  
David J. Scott  
Senior Vice President, General Counsel and  
Secretary

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**POWER OF ATTORNEY**

Each person whose signature appears below hereby authorizes and appoints Robert A. Bradway, David W. Meline and David J. Scott as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments (including these Post-Effective Amendments filed herewith) to the Registration Statements listed herein above, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to those attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments have been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ Robert A. Bradway<br><b>Robert A. Bradway</b>         | Chairman of the Board, Chief<br>Executive Officer and President<br><br>(Principal Executive Officer) | December 18, 2014 |
| /s/ David W. Meline<br><b>David W. Meline</b>             | Executive Vice President and<br>Chief Financial Officer<br><br>(Principal Financial Officer)         | December 18, 2014 |
| /s/ David Baltimore<br><b>David Baltimore</b>             | Director   | December 18, 2014 |
| /s/ Frank J. Biondi, Jr.<br><b>Frank J. Biondi, Jr.</b>   | Director   | December 18, 2014 |
| /s/ François de Carbonnel<br><b>François de Carbonnel</b> | Director   | December 18, 2014 |
| /s/ Vance D. Coffman<br><b>Vance D. Coffman</b>           | Director   | December 18, 2014 |
| /s/ Robert A. Eckert<br><b>Robert A. Eckert</b>           | Director   | December 18, 2014 |
| /s/ Greg C. Garland<br><b>Greg C. Garland</b>             | Director   | December 18, 2014 |

/s/ Rebecca M. Henderson

Director

December 18, 2014

**Rebecca M. Henderson**

/s/ Frank C. Herringer Director December 18, 2014

**Frank C. Herringer**

/s/ Tyler Jacks Director December 18, 2014

**Tyler Jacks**

/s/ Judith C. Pelham Director December 18, 2014

**Judith C. Pelham**

/s/ Ronald D. Sugar Director December 18, 2014

**Ronald D. Sugar**

/s/ R. Sanders Williams Director December 18, 2014

**R. Sanders Williams**



**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                             |
|---------------------------|--|
| 24.1                      | Power of Attorney (included on signature page) |