

BIOGEN IDEC INC.
Form SC TO-I
May 30, 2007

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

**SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT
under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934**

BIOGEN IDEC INC.

(Name of Subject Company (Issuer); Name of Filing Persons (Offeror))

Common Stock, \$0.0005 par value

(Including the associated preferred stock purchase rights)

(Title of Class of Securities)

09062X103

(CUSIP Number of Class of Securities)

Susan H. Alexander, Esq.

Executive Vice President, General Counsel and Secretary

Biogen Idec Inc.

14 Cambridge Center

Cambridge, Massachusetts 02142

(617) 679-2000

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

with copies to:

Keith Higgins and Paul Kinsella

Ropes & Gray LLP

One International Place

Boston, Massachusetts 02110

Telephone: (617) 951-7000

Fax: (617) 951-7050

CALCULATION OF FILING FEE

Transaction Valuation*

Amount Of Filing Fee**

\$2,765,094,311.05

\$84,888.40

* Estimated solely
for purposes of
calculating the
filing fee
pursuant to
Rules 0-11
under the
Securities
Exchange Act
of 1934, as

amended, based
on the product
of (x) \$48.85,
the average of
the high and low
sale prices of
common shares
on the
NASDAQ
Global Select
Market on
May 25, 2007
and (y)
56,603,773, the
maximum
number of
shares that will
be purchased in
the tender offer
described in this
Schedule TO.

** The fee is
calculated as
.00307% of the
transaction
value.

- ☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

- ☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

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Ex-(a)(1)(A) Offer to Purchase dated May 30, 2007

Ex-(a)(1)(B) Form of Letter of Transmittal

Ex-(a)(1)(C) Form of Notice of Guaranteed Delivery

Ex-(a)(1)(D) Form of Broker Dealer Letter

Ex-(a)(1)(E) Form of Letter to Clients

Ex-(a)(1)(F) Press Release issued on May 29, 2007

Ex-(a)(1)(G) Form of Summary Advertisement

Ex-(b) Term Loan Commitment Letter

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This Issuer Tender Offer Statement on Schedule TO (together with the exhibits hereto, this Schedule TO) relates to a tender offer by Biogen Idec Inc., a Delaware corporation (the Company), to purchase up to 56,603,773 shares of its common stock, par value \$0.0005 per share, including the associated Series X junior participating preferred stock purchase rights issued under the Rights Agreement, dated as of July 22, 1997, between the Company and ChaseMellon Shareholder Services LLC as Rights Agent, as amended and restated (the Common Stock), at a price per share not greater than \$53.00 nor less than \$47.00, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 30, 2007 (the Offer to Purchase) and in the related Letter of Transmittal (the Letter of Transmittal which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, constitute the Offer).

This Tender Offer Statement on Schedule TO is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

The information in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated in this Schedule TO by reference, in answer to items 1 through 11 of this Tender Offer Statement on Schedule TO, and is supplemented by the information specifically provided in this Schedule TO.

ITEM 1. SUMMARY TERM SHEET

The information set forth in the Summary Term Sheet of the Offer to Purchase is incorporated herein by reference.

ITEM 2. SUBJECT COMPANY INFORMATION

The name of the issuer is Biogen Idec Inc., a Delaware corporation. The address of its principal executive offices is 14 Cambridge Center, Cambridge, Massachusetts 02142. The telephone number at its principal executive offices is (617) 679-2000.

The title of the class of equity securities to which this Schedule TO relates is the shares of Common Stock, \$0.0005 par value (each a Share). As of May 25, 2007, there were 343,161,482 Shares outstanding.

The Shares are traded on The NASDAQ Global Select Market under the symbol BIIB. The information set forth in Section 6 Price Range of Shares; Dividends of the Offer to Purchase is incorporated herein by reference.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON

This is an issuer tender offer. The filing person is the subject company. The information set forth in Item 2 Subject Company Information of this Schedule TO is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION

The information set forth in the Summary Term Sheet, Section 1 Terms of the Offer, Section 2 Procedures for Tendering Shares, Section 3 Withdrawal Rights, Section 4 Acceptance for Payment and Payment, and Section 5 Certain U.S. Federal Income Tax Consequences of the Offer to Purchase is incorporated herein by reference.

The Company has been informed that no directors, officers or affiliates of the Company intend to tender Shares pursuant to the Offer, although our directors and officers may effect sales through previously established Rule 10b5-1 plans.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

The information set forth in Section 9 Information About Us and Section 10 Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares of the Offer to Purchase is incorporated herein by reference.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS

The information set forth in Section 7 Source and Amount of Funds; Effect of the Offer and Section 8 Background and Purpose of the Offer of the Offer to Purchase is incorporated herein by reference.

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ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The information set forth in Section 7 Source and Amount of Funds; Effect of the Offer of the Offer to Purchase is incorporated herein by reference.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

The information set forth in Section 10 Interest of Directors and Executive Officers, Transactions and Arrangements Concerning the Shares of the Offer to Purchase is incorporated herein by reference.

ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED

The information set forth in Section 13 Fees and Expenses of the Offer to Purchase is incorporated herein by reference.

ITEM 10. FINANCIAL STATEMENTS

The information set forth in Section 14 Financial Information of the Offer to Purchase is incorporated herein by reference.

ITEM 11. ADDITIONAL INFORMATION

The information set forth in Section 7 Source and Amount of Funds; Effect of the Offer, Section 9 Information About Us, Section 10 Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares, and Section 11 Legal Matters, Regulatory Approvals in the Offer to Purchase is incorporated herein by reference.

ITEM 12. EXHIBITS

See Exhibit Index immediately following the signature page.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BIOGEN IDEC INC.

Dated: May 30, 2007

By: /s/ Susan H. Alexander

Name: Susan H. Alexander

Title: Executive Vice President, General
Counsel and Secretary

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EXHIBIT INDEX

EXHIBIT NUMBER	DOCUMENT
(a)(1)(A)	Offer to Purchase dated May 30, 2007, filed herewith.
(a)(1)(B)	Form of Letter of Transmittal, filed herewith.
(a)(1)(C)	Form of Notice of Guaranteed Delivery, filed herewith.
(a)(1)(D)	Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees, filed herewith.
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees, filed herewith.
(a)(1)(F)	Press Release issued on May 29, 2007, filed herewith.
(a)(1)(G)	Form of Summary Advertisement, filed herewith.

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EXHIBIT NUMBER	DOCUMENT
(d)(9)	Biogen, Inc. 1987 Scientific Board Stock Option Plan (as amended and restated through February 7, 2003), previously filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2002, filed March 14, 2003, and incorporated herein by reference.
(d)(10)	Employment Agreement between us and James C Mullen, dated June 20, 2003, previously filed as Exhibit 10.2 to the Company's Registration Statement on Form S-4, File No. 333-107098, filed July 16, 2003, and incorporated herein by reference.
(d)(11)	First Amendment to Employment Agreement between the Company and James C. Mullen, dated February 7, 2006, previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 0-19311, filed February 10, 2006, and incorporated herein by reference.
(d)(12)	Employment Agreement between us and William H. Rastetter, dated June 20, 2003, previously filed as Exhibit 10.1 to the Company's Registration Statement on Form S-4, File No. 333-107098, filed July 16, 2003, and incorporated herein by reference.
(d)(13)	Form of letter agreement regarding employment arrangement between us and our Executive Vice Presidents and Senior Vice Presidents, previously filed as Exhibit 10.45 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2003, filed March 10, 2004, and incorporated herein by reference.
(d)(14)	Letter agreement regarding employment arrangement of Peter N. Kellogg, dated June 21, 2000, previously filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2001, filed March 29, 2002, and incorporated herein by reference.
(d)(15)	Amendment to the IDEC Pharmaceuticals Corporation 1988 Stock Option Plan, as amended and restated through February 19, 2003, previously, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended June 30, 2004, filed August 9, 2004, and incorporated herein by reference.
(d)(16)	Amendment to Biogen Idec Inc. Executive Severance Policy - Senior/Executive Vice Presidents, previously, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended June 30, 2004, filed August 9, 2004, and incorporated herein by reference.
(d)(17)	2005 Omnibus Equity Plan, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 15, 2005, and incorporated herein by reference.
(d)(18)	1995 Employee Stock Purchase Plan, previously filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 15, 2005, and incorporated herein by reference.

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- (d)(19) Form of Grant Notice (Restricted Stock Units) September 2005 RSU Grant, previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 0-19311, filed September 15, 2005, and incorporated herein by reference.
- (d)(20) Amendment to the 2003 Omnibus Equity Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No.0-19311, for the quarter ended March 31, 2005, filed April 29, 2005, and incorporated herein by reference.
- (d)(21) Letter regarding relocation arrangement for Mark C. Wiggins, dated September 2, 2004, previously filed as Exhibit 10.52 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2005, filed March 3, 2006, and incorporated herein by reference.

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EXHIBIT NUMBER	DOCUMENT
(d)(22)	Letter regarding employment arrangement of Cecil B. Pickett, dated June 21, 2006, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended September 30, 2006, filed November 9, 2006, and incorporated herein by reference.
(d)(23)	2006 Non-Employee Directors Equity Plan, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, dated April 14, 2006, and incorporated herein by reference.
(d)(24)	Amendment No. 1 to the 2006 Non-Employee Directors Equity Plan, previously filed as Exhibit 10.57 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2006, filed February 21, 2007, and incorporated herein by reference.
(d)(25)	Amendment dated April 4, 2006, to 2005 Omnibus Equity Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended March 31, 2007, filed May 3, 2007, and incorporated herein by reference.
(d)(26)	Amendment dated February 12, 2007, to 2005 Omnibus Equity Plan, previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended March 31, 2007, filed May 3, 2007, and incorporated herein by reference.

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