

AMGEN INC  
Form S-8 POS  
October 26, 2017

As filed with the Securities and Exchange Commission on October 25, 2017

Registration No. 333-

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**Form S-8 Registration Statement No. 33-42072**  
**Form S-8 Registration Statement No. 333-144579**  
**Form S-8 Registration Statement No. 333-132932**  
**Form S-8 Registration Statement No. 333-133002**

***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 1991 Equity Incentive Plan**

**Amgen Inc. Amended and Restated 1999 Incentive Stock Plan**

**(f/k/a the Abgenix, Inc. 1999 Nonstatutory Stock Option Plan, as amended and restated)**

**(Full title of the plan)**

**Jonathan P. Graham, 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

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 7(a)(2)(B) of the Securities Act .

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**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 Hereby</b> |
|-------------------------|--------------------------------|--|---|---|
| 33-42072                | 8/9/1991                       | Amgen Inc. Amended and Restated 1991 Equity Incentive Plan                             | 135,004,486                                   | 19,776,536  |
| 333-144579              | 7/13/2007                      |  |   |   |
| 333-132932              | 4/3/2006                       | Amgen Inc. Amended and Restated 1999 Incentive Stock Plan                              | 3,372,172                                     | 609,086   |
| 333-133002              | 4/5/2006                       | (f/k/a the Abgenix, Inc. 1999 Nonstatutory Stock Option Plan, as amended and restated) |   |   |

**EXHIBIT INDEX**

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant 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 these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Thousand Oaks, State of California, on the 24th day of October, 2017.

AMGEN INC.

By: /s/ Jonathan P. Graham  
Jonathan P. Graham  
Senior Vice President, General Counsel and  
Secretary

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**POWER OF ATTORNEY**

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Bradway, David W. Meline and Jonathan P. Graham, or any of them, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments (including these Post-Effective Amendments filed herewith) to the Registration Statements listed herein above, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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, President and<br>Director<br><br>(Principal Executive Officer)              | October 24, 2017 |
| /s/ David W. Meline<br><b>David W. Meline</b>             | Executive Vice President and<br>Chief Financial Officer<br><br>(Principal Financial and<br>Accounting Officer)<br><br>Director | October 24, 2017 |
| <b>David Baltimore</b>                                    |  |                  |
| /s/ François de Carbonnel<br><b>François de Carbonnel</b> | Director   | October 24, 2017 |
| /s/ Robert A. Eckert<br><b>Robert A. Eckert</b>           | Director   | October 24, 2017 |
| /s/ Greg C. Garland<br><b>Greg C. Garland</b>             | Director   | October 24, 2017 |
| /s/ Fred Hassan<br><b>Fred Hassan</b>                     | Director   | October 24, 2017 |

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|                                   |          |                  |
|-----------------------------------|----------|------------------|
| <i>/s/ Rebecca M. Henderson</i>   | Director | October 24, 2017 |
| <b>Rebecca M. Henderson</b>       |          |                  |
| <i>/s/ Frank C. Herringer</i>     | Director | October 24, 2017 |
| <b>Frank C. Herringer</b>         |          |                  |
| <i>/s/ Charles M. Holley, Jr.</i> | Director | October 24, 2017 |
| <b>Charles M. Holley, Jr.</b>     |          |                  |



/s/ Tyler Jacks

Director

October 24, 2017

**Tyler Jacks**

/s/ Ellen J. Kullman

Director

October 24, 2017

**Ellen J. Kullman**

/s/ Ronald D. Sugar

Director

October 24, 2017

**Ronald D. Sugar**

/s/ R. Sanders Williams

Director

October 24, 2017

**R. Sanders Williams**