

AnorMED Inc.  
Form SC14D9F/A  
September 11, 2006

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

**SCHEDULE 14D-9**  
**SOLICITATION/RECOMMENDATION STATEMENT UNDER**  
**SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 2)**

**AnorMED Inc.**

(Name of Subject Company)

**AnorMED Inc.**

(Name of Persons Filing Statement)

**Common Shares**

(Title of Class of Securities)

**035910108**

(CUSIP Number of Class of Securities)

**William J. Adams**

**Vice President, Finance, Chief Financial Officer,**

**Secretary and Treasurer**

**200-20353 64<sup>th</sup> Avenue**

**Langley, British Columbia**

**Canada V2Y 1N5**

**(604) 530-1057**

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

**Copies to:**

**R. Hector MacKay-Dunn, Q.C.**

**Ronald G. Murray**

**Farris, Vaughan, Wills & Murphy LLP**

**25<sup>th</sup> Floor**

**700 West Georgia Street**

**Vancouver, B.C.**

**Canada V7Y 1B3**

**Daniel M. Miller**

**Dorsey & Whitney LLP**

**Suite 1605**

**777 Dunsmuir Street**

**P.O. Box 10444, Pacific Centre**

**Vancouver, B.C.**

**Canada V7Y 1K4**

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

This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the Statement ) initially filed by AnorMED Inc. with the U.S. Securities and Exchange Commission on September 5, 2006, relating to the tender offer (the Genzyme Offer ) made by Dematal Corporation ( Dematal ), a Nova Scotia unlimited liability company and a wholly-owned subsidiary of Genzyme Corporation ( Genzyme and together with Dematal, the Offerors ), a Massachusetts corporation, for all of the common shares of AnorMED. The terms and conditions of the Genzyme Offer are set forth in the Offer to Purchase and Circular of the Offerors, dated September 1, 2006 (the Tender Offer Circular ). The Tender Offer Circular has been filed by the Offerors with the U.S. Securities and Exchange Commission as part of a Tender Offer Statement on Schedule TO (as it may be amended or supplemented from time to time, the Schedule TO ), which includes information required to be reported under Rule 14d-3 of the Securities Exchange Act of 1934, as amended. The Schedule TO was initially filed by the Offerors on September 1, 2006.

In connection with the Genzyme Offer, the Company's board of directors has prepared a directors' circular (the Directors' Circular ), dated September 5, 2006, pursuant to applicable securities laws in Canada and the United States. The Directors' Circular will be mailed to AnorMED shareholders, is filed as an exhibit to this Statement and is incorporated by reference into this Statement in its entirety. Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Directors' Circular.

**Item 8. ADDITIONAL INFORMATION.**

Item 8 is hereby amended and supplemented as follows:

On September 11, 2006, AnorMED filed a Material Change Report with Canadian securities regulatory authorities with respect to the rejection by AnorMED's Board of Directors of an unsolicited approach from Genzyme to purchase all of the issued and outstanding common shares of AnorMED.

On September 11, 2006, AnorMED filed a Material Change Report with Canadian securities regulatory authorities that disclosed that AnorMED announced on September 1, 2006 that Genzyme commenced an unsolicited take-over bid, that the Directors' Circular had been filed, and that AnorMED's board of directors had adopted a limited duration shareholder rights plan.

**Item 9. EXHIBITS**

Item 9 is hereby amended and supplemented to include the following exhibits:

| Exhibit   | Description  |
|-----------|--|
| (a)(2)(D) | Material Change Report, dated September 11, 2006   |
| (a)(2)(E) | Material Change Report, dated September 11, 2006   |
| (a)(2)(F) | Limited Duration Shareholder Rights Plan Agreement |

---

**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.

Dated: September 11, 2006

**ANORMED INC.**

By: /s/ William J. Adams

Name: William J. Adams

Title: Vice President, Finance,  
Chief Financial Officer,  
Secretary and Treasurer

---

**EXHIBIT INDEX**

| Exhibit    | Description  |
|------------|--|
| (a)(2)(A)* | Directors Circular, dated September 5, 2006            |
| (a)(2)(B)* | Press release of AnorMED Inc., dated September 5, 2006 |
| (a)(2)(C)* | News release, dated September 7, 2006                  |
| (a)(2)(D)  | Material Change Report, dated September 11, 2006       |
| (a)(2)(E)  | Material Change Report, dated September 11, 2006       |
| (a)(2)(F)  | Limited Duration Shareholder Rights Plan Agreement     |

\* Previously filed.