

AnorMED Inc.
Form SC14D9F/A
September 18, 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. 5)

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

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

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

This Amendment No. 5 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, was filed as exhibit (a)(2)(A) to the initial filing of 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 18, 2006, AnorMED announced that under the terms of an existing agreement, AnorMED will receive a U.S.\$3 million milestone payment from Shire Pharmaceuticals Group, plc based on the recent licensing approval received in Germany by Shire to sell FOSRENOL as a treatment for high phosphate levels in the blood, which occurs in patients undergoing dialysis as a result of chronic kidney failure.

In March 2004, AnorMED sold the global patent rights for FOSRENOL to Shire. Under the terms of the agreement Shire agreed to pay AnorMED U.S.\$18 million when FOSRENOL was approved in the United States and U.S.\$7 million when FOSRENOL was approved in the relevant European countries. This agreement was also extended to include a U.S.\$6 million payment to AnorMED upon regulatory approval in Japan. In consideration of these payments, Shire's royalty obligations to AnorMED would cease throughout the world. To date AnorMED has received U.S.\$19 million upon U.S. and E.U. approvals. In addition to the U.S.\$3 million milestone payment on German approval, the Company is eligible to receive a further U.S.\$3 million milestone payment upon the first approval in one of four additional specified E.U. countries and a U.S.\$6 million payment to AnorMED upon regulatory approval in Japan.

Item 9. EXHIBITS

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

| Exhibit | Description |
|-----------|--|
| (a)(2)(H) | News release, dated September 18, 2006 |

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 18, 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 |
| (a)(2)(G)* | News release, dated September 15, 2006 |
| (a)(2)(H) | News release, dated September 18, 2006 |
| (g)(1)* | Information Agent Script for Incoming Calls |
| (g)(2)* | Information Agent Script for Outgoing Calls |

*Previously
filed.