

Edgar Filing: AMGEN INC - Form 424B3

AMGEN INC
Form 424B3
June 19, 2002

Filed pursuant to Rule 424(b)(3)
Registration No. 333-88834

Prospectus Supplement No. 2 dated June 19, 2002
(To Prospectus dated May 31, 2002)

\$3,950,000,000
Amgen Inc.
Liquid Yield Option(TM) Notes due 2032
(Zero Coupon--Senior)
and Shares of Common Stock Issuable Upon Conversion
of the Liquid Yield Option(TM) Notes

This document supplements the prospectus dated May 31, 2002, as amended and supplemented through the date hereof, relating to the resale by the holders of Liquid Yield Option(TM) Notes (Zero Coupon--Senior) (the "LYONs") due March 1, 2032 and the shares of our common stock into which the LYONs are convertible.

This prospectus supplement is incorporated by reference into, and should be read in conjunction with, the prospectus dated May 31, 2002, including any amendments or supplements to it. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements to it.

The table presented below sets forth information as of the date of this prospectus supplement about the principal amount at maturity of the LYONs and the underlying common stock beneficially owned by each selling security holder that may be offered using the prospectus. All of the information set forth in the table has been provided by the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. However, the selling security holders may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their notes.

The table of selling security holders contained on pages 42-45 of the prospectus dated May 31, 2002 is hereby amended and replaced by the table set forth below.

Name	Principal Amount of LYONs Beneficially Owned and Offered	Shares of Common Stock Beneficially Owned	Common Stock Offered/(1)/	LYONs Owned After Completion of Offering/(2)/	C of
02 Convertible Master Fund, Ltd.....	22,712,000	201,230.6	201,230.6	-0-	
02 Mac 13 Ltd.....	5,521,000	48,916.6	48,916.6	-0-	
02 Master Fund, Ltd...	247,824,000	2,195,745.4	2,195,745.4	-0-	

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1

1976 Distribution Trust FBO A.R. Lauder / Zinterhofer	18,000	159.5	159.5
1976 Distribution Trust FBO Jane A. Lauder.....	35,000	310.1	310.1
2000 Revocable Trust FBO A.R. Lauder / Zinterhofer	18,000	159.5	159.5
Absolute Return Fund Ltd.	5,941,000	52,637.9	52,637.9
Advent Convertible Master Cayman L.P.	6,242,000	55,304.7	55,304.7
Aid Association for Lutherans, as successor to Lutheran Brotherhood	11,000,000	97,461.1	97,461.1
Akela Capital Master Fund, LLC.....	2,000,000	17,720.2	17,720.2
Allentown City Firefighters Pension Plan...	62,000	549.3	549.3
Allentown City Officers & Employees Pension Fund.....	45,000	398.7	398.7
Allentown City Police Pension Plan.....	74,000	655.7	655.7
Allgemeine Pensionskasse der Swissair Group.....	1,200,000	10,632.1	10,632.1
Allstate Insurance Company.....	21,900,000/(4)/	478,336.2/(4)/	194,036.2/(4)/
Allstate Life Insurance Company.....	21,900,000/(4)/	478,336.2/(4)/	194,036.2/(4)/
Alpha US Sub Fund 4, LLC.....	675,000	5,980.6	5,980.6
Alpha U.S. Sub Fund VIII, LLC.....	2,300,000	20,378.2	20,378.2
American Motorist Insurance Company.....	1,396,000	12,368.7	12,368.7
Amerisure Mutual Insurance Company.....	975,000	8,638.6	8,638.6
Arapahoe County Colorado.....	135,000	1,196.1	1,196.1

2

Argent Classic Convertible Arbitrage Fund L.P.....	4,500,000	39,870.5	39,870.5	-0-	-	None
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.....	6,000,000	53,160.6	53,160.6	-0-	-	None

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Argent LowLev Convertible Arbitrage Fund Ltd	13,500,000	119,611.4	119,611.4	-0-	-	None
Aristeia International Limited	26,950,000	238,779.7	238,779.7	-0-	-	None
Aristeia Trading LLC.....	8,050,000	71,323.8	71,323.8	-0-	-	None
Arlington County Employees Retirement System.....	1,470,000	13,024.4	13,024.4	-0-	-	None
Associated Electric & Gas Insurance Services Limited	3,000,000	26,580.3	26,580.3	-0-	-	None
Auspicias Ltd.....	430,000	3,809.9	3,809.9	-0-	-	None
Banc of America Securities LLC.....	21,281,000	188,551.8	188,551.8	-0-	-	None
Bank Austria Cayman Islands, Ltd.....	4,500,000	39,870.5	39,870.5	-0-	-	None
Bank of America Pension Plan.....	2,500,000	22,150.3	22,150.3	-0-	-	None
Bank von Ernst & Cie AG.....	150,000	1,329.0	1,329.0	-0-	-	None
Barclays Global Investors Ltd.	1,500,000	13,290.2	13,290.2	-0-	-	None
Beamtenversicherung-skasse des Kantons Zurich.....	10,900,000	96,575.1	96,575.1	-0-	-	None
Bear Stearns International Limited.....	21,835,000	193,460.3	193,460.3	-0-	-	None
Bear, Stearns & Co. Inc.....	9,500,000	84,171.0	84,171.0	-0-	-	None
BGI Global Investors c/o Forest Investment Mngt. L.L.C.	685,000	6,069.2	6,069.2	-0-	-	None
Black Diamond Capital I, Ltd.....	2,432,000	21,547.8	21,547.8	-0-	-	None
Black Diamond Convertible Offshore LDC.....	15,296,000	135,524.1	135,524.1	-0-	-	None
Black Diamond Offshore Ltd.....	8,647,000	76,613.3	76,613.3	-0-	-	None

3

British Virgin Islands Social Security Board.....		196,000	1,736.6	1,736.6	-0-	
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Canyon Capital Arbitrage Masterfund, Ltd...	3,750,000	33,225.4	33,225.4	-0-
Canyon Mac 18, Ltd. (RMF).....	625,000	5,537.6	5,537.6	-0-
Canyon Value Realization Fund (Cayman), Ltd.....	5,625,000	49,838.1	49,838.1	-0-
Canyon Value Realization Fund, L.P.....	2,500,000	22,150.3	22,150.3	-0-
CDC Financial Products, Inc.	20,000,000	177,202.0	177,202.0	-0-
CDC Ixis Paris.....	20,000,000	177,202.0	177,202.0	-0-
Circlet (IMA) Ltd.....	1,500,000	13,290.2	13,290.2	-0-
City of New Orleans.....	558,000	4,943.9	4,943.9	-0-
City University of New York.....	335,000	2,968.1	2,968.1	-0-
Clinton Convertible Managed Trading Account 1 Limited.....	4,250,000	37,655.4	37,655.4	-0-
Clinton Multistrategy Master Fund, Ltd. ...	18,225,000	161,475.3	161,475.3	-0-
Clinton Riverside Convertible Portfolio Limited.....	20,025,000	177,423.5	177,423.5	-0-
Cobra Master Fund, Ltd.....	1,500,000	13,290.2	13,290.2	-0-
Continental Assurance Company on behalf of its Separate Account E	7,200,000	63,792.7	63,792.7	-0-
Continental Casualty Company.....	44,800,000	396,932.5	396,932.5	-0-
Credit Industriel D'Alsace Et De Lorraine..	25,400,000	225,046.5	225,046.5	-0-
Credit Lyonnais SEC USA.....	28,000,000	248,082.8	248,082.8	-0-
Credit Suisse First Boston Europe Ltd.....	278,650,000	2,468,866.9	2,468,866.9	-0-

4

DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89	13,980,000	123,864.2	123,864.2	
Deephaven Domestic Convertible Trading Ltd.....	165,850,000	1,469,447.6	1,469,447.6	
Deeprook & Co.....	3,000,000	26,580.3	26,580.3	
Deutsche Bank Securities Inc.....	349,900,000	3,100,149.0	3,100,149.0	
DKR Fixed Income Holding Fund Ltd.....	3,000,000	26,580.3	26,580.3	
Double Black Diamond Offshore LDC.....	50,469,000	447,160.4	447,160.4	

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First Union Securities Inc.....	20,000,000	177,202.0	177,202.0
Forest Alternative Strategies II.....	186,000	1,648.0	1,648.0
Forest Fulcrum Fund L.L.P.....	2,592,000	22,965.4	22,965.4
Forest Global Convertible Fund Series A-5..	9,682,000	85,783.5	85,783.5
Franklin and Marshall College.....	785,000	6,955.2	6,955.2
Gaia Offshore Master Fund Ltd.....	6,450,000	57,147.6	57,147.6
GDO Equity Arbitrage Master Fund.....	7,500,000	66,450.8	66,450.8
Gemini Sammel Stiftung Zur Forderung der Personalvorsorge	450,000	3,987.0	3,987.0
Georgia Municipal Employee Benefit System..	1,500,000	13,290.2	13,290.2
Global Bermuda Limited Partnership.....	7,000,000	62,020.7	62,020.7
GM Employees Global Group Pension Trust....	2,000,000	17,720.2	17,720.2
Goldman Sachs & Co. Profit Sharing Master Trust.....	5,371,000	47,587.6	47,587.6
Goldman Sachs and Company.....	20,460,000	181,277.6	181,277.6

5

The Grable Foundation.....	261,000	2,312.5	2,312.5	-0-	-	None
Grady Hospital Foundation....	294,000	2,604.9	2,604.9	-0-	-	None
Granville Capital Corporation.....	45,000,000	398,704.5	398,704.5	-0-	-	None
Hamilton Multi-Strategy Master Fund, LP.....	6,000,000	53,160.6	53,160.6	-0-	-	None
HBK Master Fund, L.P.....	17,000,000	172,821.7	150,621.7	-0-	22,200	None
HFR CA Select Fund.....	700,000	6,202.0	6,202.0	-0-	-	None
HFR Convertible Arbitrage Account.....	581,000	5,147.7	5,147.7	-0-	-	None
Highbridge International LLC.....	148,150,000	1,312,623.8	1,312,623.8	-0-	-	None
HSBC Trustee, Zola Managed Trust.....	400,000	3,544.0	3,544.0	-0-	-	None
Independence Blue Cross.....	901,000	7,983.0	7,983.0	-0-	-	None
ING Convertible Fund.....	3,960,000	35,086.0	35,086.0	-0-	-	None

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ING VP Convertible Fund.....	40,000	354.4	354.4	-0-	-	None
Jersey (IMA) Ltd.....	3,000,000	26,580.3	26,580.3	-0-	-	None
JP Morgan Securities Inc.....	284,000,000	2,557,109.4	2,516,268.4	-0-	40,841	None
KBC Financial Products (Cayman Island) Limited.....	52,000,000	460,725.2	460,725.2	-0-	-	None
KBC Financial Products USA Inc.....	4,480,000	39,693.2	39,693.2	-0-	-	None
Lakeshore International, Ltd.....	28,000,000	248,082.8	248,082.8	-0-	-	None
Lehman Brothers Inc.....	10,000,000	88,601.0	88,601.0	-0-	-	None
Lexington (IMA) Limited.....	10,051,000	89,052.9	89,052.9	-0-	-	None
Liberty View Fund LLC.....	2,000,000	17,720.2	17,720.2	-0-	-	None
Liberty View Funds L.P.....	9,000,000	79,740.9	79,740.9	-0-	-	None
Liberty View Global Volatility Fund.....	26,000,000	230,362.6	230,362.6	-0-	-	None
LLT Limited.....	685,000	6,069.2	6,069.2	-0-	-	None
Lyxor.....	1,185,000	10,499.2	10,499.2	-0-	-	None
Lyxor Master Fund.....	1,550,000	13,733.2	13,733.2	-0-	-	None

6

Lyxor Master Fund c/o Forest Investment Mngt. L.L.C.....	2,700,000	23,922.3	23,922.3	-0-	-	None
Lyxor Master Fund, c/o Zola Capital Management, LLC.....	4,750,000	42,085.5	42,085.5	-0-	-	None
Lyxor Master Fund Ref: Argent/LowLev CB....	3,000,000	26,580.3	26,580.3	-0-	-	None
Marathon Global Convertible Master Fund, Ltd.....	11,500,000	101,891.2	101,891.2	-0-	-	None
McMahan Securities Co. L.P.....	4,000,000	35,440.4	35,440.4	-0-	-	None
Merrill Lynch Insurance Group.....	725,000	6,423.6	6,423.6	-0-	-	None
Merrill Lynch International Limited.....	6,000,000	232,719.6	53,160.6	-0-	-	None
Merrill Lynch, Pierce, Fenner & Smith, Inc.....	77,983,000	690,937.2	690,937.2	-0-	-	None
Minnesota Power and Light.....	171,000	1,515.1	1,515.1	-0-	-	None
MLQA Convertible Securities Arbitrage,						

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Ltd.	20,000,000	177,202.0	177,202.0	-0-
Morgan Stanley & Co.	40,000,000	354,404.0	354,404.0	-0-
Municipal Employees.....	503,000	4,456.6	4,456.6	-0-
New Orleans Firefighters Pension / Relief Fund.....	302,000	2,675.8	2,675.8	-0-
Nicholas Applegate Investment Grade Convertible.....	37,000	327.8	327.8	-0-
NMS Services (Cayman) Inc.....	50,000,000	443,005.0	443,005.0	-0-
Occidental Petroleum Corporation.....	569,000	5,041.4	5,041.4	-0-
Ohio Bureau of Workers Compensation.....	389,000	3,446.6	3,446.6	-0-
Pensionskasse Ciba Specialty Chemicals.....	1,900,000	16,834.2	16,834.2	-0-
Pensionskasse der Antalis AG.....	220,000	1,949.2	1,949.2	-0-
Pensionskasse der EMS-Chemie AG.....	270,000	2,392.2	2,392.2	-0-
Pensionskasse der EMS-Chemie AG Domat.....	270,000	2,392.2	2,392.2	-0-

7

Pensionskasse der EMS-Dottikon AG	400,000	3,544.0	3,544.0	-0-	-	No
Pensionskasse der Lonza AG	500,000	4,430.1	4,430.1	-0-	-	No
Pensionskasse der Rockwell Automation AG	270,000	2,392.2	2,392.2	-0-	-	No
Pensionskasse Pluss-Staufner AG	250,000	2,215.0	2,215.0	-0-	-	No
Pensionskasse Vantico	380,000	3,366.8	3,366.8	-0-	-	No
Peoples Benefit Life Insurance Company Teamsters	7,500,000	66,450.8	66,450.8	-0-	-	No
Performa Institutional Fund US Dollar Convertible Bond	150,000	1,329.0	1,329.0	-0-	-	No
Policeman and Firemen Retirement System of the City of Detroit	1,380,000	12,226.9	12,226.9	-0-	-	No
Pro-mutual	1,654,000	14,654.6	14,654.6	-0-	-	No

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Quattro Fund	8,910,000	78,943.5	78,943.5	-0-	-	No
Ram Trading	7,000,000	62,020.7	62,020.7	-0-	-	No
Ramius Capital Group	500,000	4,430.1	4,430.1	-0-	-	No
Ramius LP	1,000,000	8,860.1	8,860.1	-0-	-	No
RBC Capital Services c/o Forest Investment Mngt. L.L.C.	382,000	3,384.6	3,384.6	-0-	-	No
RCG Baldwin LP	1,500,000	13,290.2	13,290.2	-0-	-	No
RCG Halifax Master Fund, Ltd.	1,500,000	13,290.2	13,290.2	-0-	-	No
RCG Latitude Master Fund, Ltd.	2,500,000	22,150.3	22,150.3	-0-	-	No
RCG Multi Strategy, LP	3,000,000	26,580.3	26,580.3	-0-	-	No
Relay 11 Holdings c/o Forest Investment Mngt. L.L.C.	345,000	3,056.7	3,056.7	-0-	-	No
Retail Clerks Pension Trust 2	2,000,000	17,720.2	17,720.2	-0-	-	No
SAC Capital Associates, LLC	27,500,000	343,652.8	243,652.8	-0-	100,000	No
Sagamore Hill Hub Fund Ltd.	30,500,000	270,233.1	270,233.1	-0-	-	No
Salomon Smith Barney Inc.	31,836,000	282,070.1	282,070.1	-0-	-	No

8

San Diego County Employees Retirement Association	2,000,000	17,720.2	17,720.2	-0-	-	None
Serena Limited	2,080,000	18,429.0	18,429.0	-0-	-	None
Shell Pension Trust	871,000	7,717.2	7,717.2	-0-	-	None
St. Albans Partners Ltd. ...	5,000,000	44,300.5	44,300.5	-0-	-	None
State of Maryland Retirement Agency	7,078,000	62,711.8	62,711.8	-0-	-	None
State of Mississippi						

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Health Care Trust Fund ...	825,000	7,309.6	7,309.6	-0-	-	None
State Street Bank Custodian for GE Pension Trust	6,405,000	56,748.9	56,748.9	-0-	-	None
Susquehanna Capital Group	5,000,000	44,300.5	44,300.5	-0-	-	None
Sylvan (IMA) Ltd. c/o Forest Investment Mngt. L.L.C.	1,520,000	13,467.4	13,467.4	-0-	-	None
Tag Associates	151,000	1,337.9	1,337.9	-0-	-	None
TD Securities (USA) Inc. ...	65,000,000	575,906.5	575,906.5	-0-	-	None
Teachers Insurance & Annuity Association	16,000,000	141,761.6	141,761.6	-0-	-	None
TQA Master Fund, Ltd.	7,000,000	62,020.7	62,020.7	-0-	-	None
TQA Master Plus Fund, Ltd.	3,000,000	26,580.3	26,580.3	-0-	-	None
Tribecca Investments, LLC	60,000,000	531,606.0	531,606.0	-0-	-	None
Trustmark Insurance	760,000	6,733.7	6,733.7	-0-	-	None
UBS AG London	144,000,000	1,275,854.4	1,275,854.4	-0-	-	None
UBS O'Connor LLC F/B/O O'Connor Global Convertible Portfolio	750,000	6,645.1	6,645.1	-0-	-	None
UBS O'Connor LLC F/B/O UBS Global Equity Arbitrage Master Ltd.	35,000,000	310,103.5	310,103.5	-0-	-	None
UBS Warburg LLC	24,060,000	213,174.0	213,174.0	-0-	-	None
UFJ Investments Asia Ltd	25,000,000	221,502.5	221,502.5	-0-	-	None
US Bancorp Piper Jaffray	5,707,000	50,564.6	50,564.6	-0-	-	None
Von Ernst Global Portfolio - Convertible Bond Fund	1,300,000	11,518.1	11,518.1	-0-	-	None
Wachovia Bank National Association	20,000,000	177,202.0	177,202.0	-0-	-	None

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Wachovia Securities International Ltd.	31,000,000	274,663.1	274,663.1	-0-	-	None
White River Securities LLC	9,500,000	84,171.0	84,171.0	-0-	-	None
Worldwide Transactions Ltd.	2,156,000	19,102.4	19,102.4	-0-	-	None
Yield Strategies Fund I, L.P.	5,000,000	44,300.5	44,300.5	-0-	-	None
Yield Strategies Fund II, L.P.	5,000,000	44,300.5	44,300.5	-0-	-	None
Zazove Convertible Arbitrage Fund L.P.	500,000	4,430.1	4,430.1	-0-	-	None
Zazove Hedged Convertible Fund L.P.	2,800,000	24,808.3	24,808.3	-0-	-	None
Zazove Income Fund L.P.	2,000,000	17,720.2	17,720.2	-0-	-	None
Zola Partners, L.P.	7,250,000	64,235.7	64,235.7	-0-	-	None
Zurich Institutional Benchmark Management c/o Quattro Fund	3,590,000	31,807.8	31,807.8	-0-	-	None
Zurich Institutional Benchmarks Master Fund Ltd.	2,800,000	24,808.3	24,808.3	-0-	-	None
Zurich Master Hedge Fund c/o Forest Investments Mngt. L.L.C.	1,223,000	10,835.9	10,835.9	-0-	-	None
Other	780,677,000	6,916,874.9	6,916,874.9	-0-	-	None

- (1) Represents shares of common stock issuable upon conversion of LYONs that are beneficially owned and offered by the selling security holder.
- (2) Assumes that all of the LYONs and/or all of the common stock into which the LYONs are convertible are sold.
- (3) Includes any position, office or other material relationship which the selling security holder has had within the past three years with Amgen or any of its predecessors or affiliates.

- (4) Allstate Insurance Company and Allstate Life Insurance Company are affiliated entities. Allstate Insurance Company is the record owner of \$4,000,000 principal amount of LYONs and Allstate Life Insurance Company is the record owner of \$17,900,000 principal amount of LYONs. Aside from the LYONs and the common stock into which the LYONs are

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convertible, Allstate Insurance Company is the record owner of 180,300 shares of our common stock and Allstate Insurance Company and its affiliates beneficially own an aggregate of 284,300 shares of our common stock.

See "Risk Factors" section beginning on page 8 of the prospectus to read about factors you should consider before purchasing the LYONs or our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 19, 2002.

(TM) Trademark of Merrill Lynch & Co., Inc.