

AMGEN INC  
Form S-8 POS  
July 13, 2007

As filed with the Securities and Exchange Commission on July 13, 2007

Registration No. 33-39104

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**AMGEN INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**95-3540776**  
(I.R.S. Employer  
Identification Number)

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**One Amgen Center Drive**

**Thousand Oaks, California 91320-1799**

(Address of Principal Executive Offices including Zip Code)

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AMGEN RETIREMENT AND SAVINGS PLAN

(Full Title of the Plan)

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David J. Scott, Esq.  
Senior Vice President, General Counsel and  
Secretary  
One Amgen Center Drive  
Thousand Oaks, California 91320-1799  
(805) 447-1000

Copy to:  
Charles Ruck  
Regina Schlatter  
Latham & Watkins LLP  
650 Town Center Drive, 20<sup>th</sup> Floor  
Costa Mesa, California 92626  
(714) 540-1235

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(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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**EXPLANATORY NOTE TO  
POST-EFFECTIVE AMENDMENT NO. 1**

On September 10, 1991, Amgen Inc. (the Company) effected a three-for-one stock split of the Company's common stock, par value \$0.0001 per share (the Common Stock), in the form of a 200% stock dividend (the 1991 Stock Split). In addition, on each of August 15, 1995, February 26, 1999 and November 19, 1999, the Company effected a two-for-one stock split of its Common Stock in the form of a 100% stock dividend (collectively, together with the 1991 Stock Split, the Stock Splits). Pursuant to Rule 416(b) promulgated under the Securities Act of 1933, as amended (the Securities Act), the registrant hereby amends its Registration Statement on Form S-8 (Registration No. 33-39104), filed on February 25, 1991, to reflect that, as a result of the Stock Splits, the number of shares registered for issuance under the Amgen Retirement and Savings Plan (the Plan) increased from 200,000 to 4,800,000. Such Registration Statement is further amended to reflect that, in accordance with Rule 416(a) of the Securities Act, the number of shares registered shall include such additional shares that may be issued from time to time pursuant to such Plan as the result of any future stock split, stock dividend or similar adjustment of the Company's outstanding Common Stock.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 23             | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant, Amgen Inc., a Delaware corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks, State of California, on this 13<sup>th</sup> day of July 2007.

AMGEN INC.

By: /s/ Kevin W. Sharer  
Kevin W. Sharer

Chairman of the Board, Chief Executive Officer and  
President

**POWER OF ATTORNEY**

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin W. Sharer, Robert A. Bradway and David J. Scott, 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, without limitation, post-effective amendments) and supplements to this Registration Statement, and any related registration statements, 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, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed by the following persons on behalf of the registrant and in the capacities on the dates indicated:

| <b>Signature</b>                                 | <b>Title</b>  | <b>Date</b>   |
|--|---|---------------|
| /s/ Kevin W. Sharer<br>Kevin W. Sharer           | Chairman of the Board, Chief Executive Officer and President,<br>and Director (Principal Executive Officer) | July 13, 2007 |
| /s/ Robert A. Bradway<br>Robert A. Bradway       | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer)                       | July 13, 2007 |
| /s/ Michael A. Kelly<br>Michael A. Kelly         | Vice President, Finance and Chief Accounting Officer<br>(Principal Accounting Officer)                      | July 13, 2007 |
| /s/ David Baltimore<br>David Baltimore           | Director  | July 13, 2007 |
| /s/ Frank J. Biondi, Jr.<br>Frank J. Biondi, Jr. | Director  | July 13, 2007 |
| /s/ Jerry D. Choate<br>Jerry D. Choate           | Director  | July 13, 2007 |



|                          |          |               |
|--------------------------|----------|---------------|
| /s/ Frederick W. Gluck   | Director | July 13, 2007 |
| Frederick W. Gluck       |          |               |
| /s/ Frank C. Herringer   | Director | July 13, 2007 |
| Frank C. Herringer       |          |               |
| /s/ Gilbert S. Omenn     | Director | July 13, 2007 |
| Gilbert S. Omenn         |          |               |
| /s/ Judith C. Pelham     | Director | July 13, 2007 |
| Judith C. Pelham         |          |               |
| /s/ J. Paul Reason       | Director | July 13, 2007 |
| J. Paul Reason           |          |               |
| /s/ Leonard D. Schaeffer | Director | July 13, 2007 |
| Leonard D. Schaeffer     |          |               |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustee (or other persons who administer the Amgen Retirement and Savings Plan) has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Thousand Oaks, State of California, on this 13<sup>th</sup> day of July 2007.

AMGEN RETIREMENT AND SAVINGS PLAN

By: AMGEN INC.

Plan Administrator

By: /s/ Kevin W. Sharer  
Kevin W. Sharer,

Chairman of the Board, Chief Executive Officer  
and President

**INDEX TO EXHIBITS**

| <b>EXHIBIT</b> | <b>DESCRIPTION</b>   |
|----------------|--|
| 23             | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |