

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 19, 2017

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

**(State or other jurisdiction of
incorporation or organization)**

000-27756

**(Commission
File Number)**

13-3648318

**(I.R.S. Employer
Identification No.)**

100 College Street, New Haven, Connecticut 06510

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 475 230-2596

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 23, 2017, Alexion Pharmaceuticals, Inc. (Alexion or the Company) announced executive leadership changes.

Mr. Brian Goff will join Alexion as Chief Commercial Officer, effective June 1, 2017. Mr. Goff succeeds Carsten Thiel who is leaving the Company, effective June 1, 2017, to pursue new opportunities.

Mr. David Anderson, Chief Financial Officer, will resign his position at the end of August 2017. The Company has commenced a search for a new Chief Financial Officer.

Dr. Martin Mackay, Executive Vice President, Head of Research & Development, is retiring from the Company at the end of 2017. The Company has commenced a search for a new head of Research & Development.

Ms. Clare Carmichael, Executive Vice President, Chief Human Resources Officer, will be leaving the Company, effective June 1, 2017, to pursue new opportunities. The Company has commenced a search for a new head of Human Resources.

Mr. Goff, age 48, most recently served as Chief Operating Officer and a member of the Board of Directors of Neurovance, Inc., from December 2016 until Neurovance was acquired by Otsuka Pharmaceuticals Co. in March 2017. Previously, Mr. Goff served as Executive Vice President & President – Hematology Division, of Baxalta Incorporated, a public company spin-off from Baxter International Inc., from January 2015 until its combination with Shire plc in June 2016. From June 2012 until December 2014, he served with Baxter Healthcare Corporation as Global Hemophilia Franchise Head. Earlier in his career, Mr. Goff held positions of increasing responsibility in sales and marketing roles with Novartis Pharmaceuticals, and the pharmaceutical division of Johnson & Johnson. Mr. Goff earned his M.B.A. from the Wharton School at the University of Pennsylvania and his B.A. from Skidmore College.

In connection with Mr. Goff's appointment, Alexion and Mr. Goff will enter into an employment agreement (the Employment Agreement) that has a three-year term subject to automatic one-year extensions, unless Alexion or Mr. Goff provides notice prior to the end of the term, as extended. Pursuant to the Employment Agreement, Mr. Goff will receive a base salary of at least \$675,000 per year and will be eligible to receive an annual performance bonus targeted at 70% of his base salary, with the amount of the bonus to be determined by the Board or the Leadership and Compensation Committee pursuant to Alexion's management incentive bonus program as in effect from time to time.

In connection with his appointment, Mr. Goff will receive equity awards under Alexion's 2017 Incentive Plan of stock options valued at approximately \$726,000, restricted stock units valued at approximately \$1,474,000 and performance share units valued at target at approximately \$800,000. The stock options vest 25% on the first anniversary of the grant date and one sixteenth every three months thereafter, subject to continuous service. The restricted stock units vest 25% on each of the first, second, third and fourth anniversary of the grant date. The Performance Share Units may be earned following a one year performance period, and if earned, one-third will vest upon certification of performance and one third on each of the next two anniversaries. In addition, Mr. Goff will be eligible to receive stock-based awards under Alexion's equity incentive plan or program maintained by Alexion as in effect from time to time in the discretion of the Board or the Leadership and Compensation Committee. Mr. Goff is also subject to certain customary non-solicitation and non-competition provisions.

Mr. Goff was not selected as Chief Commercial Officer pursuant to any arrangement or understanding between him and any other person. There are no related party transactions between the Company and Mr. Goff and no family relationships between Mr. Goff and any of the directors or officers of the Company.

A copy of the Company's press release announcing the appointment of Mr. Goff, and the departures of Mr. Anderson, Dr. Mackay, Dr. Thiel and Ms. Carmichael, is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated May 23, 2017

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 23, 2017

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary



ALEXION ANNOUNCES EXECUTIVE LEADERSHIP CHANGES

NEW HAVEN, Conn.—May 23, 2017—Alexion Pharmaceuticals, Inc. (NASDAQ: ALXN) today announced the following changes to its executive leadership team:

- Brian Goff is joining Alexion as Chief Commercial Officer, effective June 1, 2017. Mr. Goff is a veteran biopharmaceutical executive with more than 25 years of experience at companies including Neurovance, Inc., Baxalta, Inc., Baxter, Novartis and Johnson & Johnson. Mr. Goff will lead all commercial operations globally with responsibility for country operations in each of Alexion's affiliates in North America, EMEA, Japan, Asia Pacific, and Latin America. He succeeds Carsten Thiel who is leaving the Company to pursue new opportunities effective June 1, 2017.
- Dave Anderson, Chief Financial Officer, will resign his position at the end of August. A search for a new CFO is underway with SpencerStuart.
- Martin Mackay, Executive Vice President, Head of Research & Development will be retiring from Alexion at the end of 2017. A search is also underway for a new Head of R&D with SpencerStuart.
- Clare Carmichael, Executive Vice President, Chief Human Resources Officer, will be leaving the Company to pursue new opportunities effective June 1, 2017. Recruiting is underway for a new Head of Human Resources.

Ludwig Hantson, Alexion's Chief Executive Officer, stated, "We are delighted to welcome Brian to Alexion as our new Chief Commercial Officer and look forward to his leadership in developing and executing our strategies for long-term growth as we focus on creating value for all stakeholders. He brings to Alexion the expertise and proven track record that will help us continue to build on our global leadership position, as well as a passion for developing talent and cultivating a high-performing culture. At the same time, we thank Carsten for his many contributions to Alexion's success over the past three years. He has played a critical role in bringing Alexion's innovative therapies to patients with rare and devastating diseases around the world and establishing a solid foundation for the future."

Mr. Goff said, "I am very excited to join Alexion and have long admired the Company's leadership in rare diseases, commitment to breakthrough medical innovation, patient-centric

focus, and successful growth trajectory. I look forward to leading the Commercial organization and to being part of the team that will take Alexion to its next chapter of growth.”

With respect to Dave Anderson, Dr. Hantson commented, “I have valued Dave’s partnership and we are grateful for his many contributions to the Company and the finance function during an important transition period. We also appreciate his continued dedication to Alexion as our active CFO until the end of August, at which time it is our expectation that we will have retained a new, world-class CFO.”

Mr. Anderson added, “With Ludwig now firmly onboard as our CEO and Alexion off to a strong start in 2017, this presents the opportunity for the Company to identify a top-talent CFO who can partner with Ludwig to drive growth and profitability over the long term. I look forward to supporting Alexion and the team in the coming months to execute a seamless transition.”

With respect to identifying a new Head of R&D, Dr. Hantson said, “The R&D function at Alexion is core to our business and to our future, and it is our intent to recruit a new Head of R&D who can build on Martin’s successes. During his time at Alexion, Martin distinguished himself as a leader in researching and developing promising therapies for rare diseases while building an outstanding R&D leadership team and organization. Martin also led the development of Strensiq, bringing the first enzyme replacement therapy to market for patients with hypophosphatasia, and significantly advanced our complement pipeline programs. All of us at Alexion appreciate his dedication to patients and his efforts to position Alexion on the leading edge of innovation as we work to address some of the rarest, life-threatening conditions.”

Commenting on a new Head of Human Resources, Dr. Hantson said, “As Alexion advances our pipeline and commercial growth priorities, we will appoint a new Head of Human Resources who will leverage Clare’s achievements in attracting and retaining the highest levels of talent required to serve patients across the globe. Since she joined the Company in 2011, Alexion has grown from approximately 800 to 3,000 employees, and we are grateful for Clare’s leadership in helping us design the structure and systems to operate globally in 50 countries. In addition, she significantly expanded our global talent initiatives, including talent management, training and development, and compensation and benefits. The Alexion team wishes Clare well and thanks her for her commitment to our mission and our people.”

Brief Biography of Brian Goff

Mr. Goff is a proven global biopharmaceutical executive with a 25-year track record of consistently delivering sustainable growth through multiple business cycles. He has deep expertise in commercial operations across multiple therapeutic areas, as well as broad experience in managing a range of functions, including R&D, Medical Affairs, Manufacturing and Quality with a number of industry-leading biopharmaceutical companies.

Most recently, Mr. Goff served as Chief Operating Officer and a Member of the Board of Directors of Neurovance, Inc., from December 2016 until the company was acquired by Otsuka Pharmaceuticals Co. in March 2017. Previously, Mr. Goff served as Baxalta’s Executive Vice President & President – Hematology Division, from the time of the company’s spin-off from

Baxter International Inc. in 2015 until its combination with Shire in mid-2016. From June 2012-December 2014, he served with Baxter Healthcare Corporation as Global Hemophilia Franchise Head. Earlier in his career, Mr. Goff held positions of increasing responsibility in sales and marketing roles with Novartis Pharmaceuticals, and the pharmaceutical division of Johnson & Johnson.

He earned his M.B.A. from the Wharton School at the University of Pennsylvania and his B.A. from Skidmore College.

About Alexion

Alexion is a global biopharmaceutical company focused on developing and delivering life-transforming therapies for patients with devastating and rare disorders. Alexion is the global leader in complement inhibition and has developed and commercializes the first and only approved complement inhibitor to treat patients with paroxysmal nocturnal hemoglobinuria (PNH) and atypical hemolytic uremic syndrome (aHUS), two life-threatening ultra-rare disorders. In addition, Alexion's metabolic franchise includes two highly innovative enzyme replacement therapies for patients with life-threatening and ultra-rare disorders, hypophosphatasia (HPP) and lysosomal acid lipase deficiency (LAL-D). Alexion is advancing its rare disease pipeline with highly innovative product candidates in multiple therapeutic areas. This press release and further information about Alexion can be found at: www.alexion.com.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements often include words such as "anticipate," "believe," "expect," "will," or similar expressions. Forward-looking statements are subject to factors that may cause Alexion's results and plans to differ from those expected, including for example, risks related to potential disruptions to our business as a result of leadership changes, and a variety of other risks set forth from time to time in Alexion's filings with the U.S. Securities and Exchange Commission, including but not limited to the risks discussed in Alexion's Quarterly Report on Form 10-Q for the period ended March 31, 2017 and in our other filings with the U.S. Securities and Exchange Commission. Alexion does not intend to update any of these forward-looking statements to reflect events or circumstances after the date hereof, except when a duty arises under law.

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