
**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): August 17, 2005

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.)

352 Knotter Drive, Cheshire, Connecticut 06410
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (203) 272-2596

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))
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ITEM 8.01. OTHER EVENTS.

On August 17, 2005, Alexion Pharmaceuticals, Inc. issued a press release announcing the completion of its public offering of 2,500,000 shares of common stock. A copy of that press release is filed as Exhibit 99.1 to this Report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99.1 Press Release issued by Alexion Pharmaceuticals, Inc. on August 17, 2005.

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.

ALEXION PHARMACEUTICALS, INC.

Date: August 17, 2005

By: /s/ Thomas I. H. Dubin

Name: Thomas I. H. Dubin

Title: Senior Vice President and General Counsel

INDEX TO EXHIBITS

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Noonan/Russo
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Alexion Pharmaceuticals Announces Completion of Common Stock Offering

CHESHIRE, Conn., August 17, 2005 — Alexion Pharmaceuticals, Inc. (Nasdaq: ALXN) announced today that it completed its previously announced public offering of 2,500,000 shares of its common stock. The gross proceeds, before discounts, commissions and expenses, of the offering are approximately \$66,875,000. Alexion intends to use the proceeds from this offering for general corporate purposes.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of these securities. A shelf registration statement relating to the shares of common stock has previously been filed with and declared effective by the Securities and Exchange Commission. This offering of shares of common stock was made only by means of a prospectus supplement and accompanying prospectus. Morgan Stanley & Co. Incorporated acted as underwriter for the offering. Copies of the prospectus supplement and the accompanying prospectus may be obtained from Morgan Stanley, attention Prospectus Delivery Department: 1585 Broadway, New York, New York 10036-8200, (212) 761-6775.

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