

Edgar Filing: AMGEN INC - Form SC 13G

AMGEN INC  
Form SC 13G  
July 23, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)  
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2(b)

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Amgen Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

031162100  
(CUSIP Number)

July 15, 2002  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities, and  
for any subsequent amendment containing information which would alter  
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed  
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of  
1934 ("Act") or otherwise subject to the liabilities of that section of the Act  
but shall be subject to all other provisions of the Act (however, see the  
Notes).

SCHEDULE 13G  
CUSIP No. 031162100

1

Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person:

Wyeth

2

Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [ ]

3

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SEC Use Only

4

Citizenship or Place of Organization

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5

Sole Voting Power

0

6

Shared Voting Power

98,286,358

7

Sole Dispositive Power

0

8

Shared Dispositive Power

98,286,358

9

Aggregate Amount Beneficially Owned by Each Reporting Person

98,286,358

10

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

[ ]

11

Percent of Class Represented by Amount in Row (9)

7.7%

12

Type of Reporting Person (See Instructions)

CO

SCHEDULE 13G

CUSIP No. 031162100

1

Name of Reporting Person

S.S. or I.R.S. Identification No. of Above Person:

MDP Holdings, Inc. ("MDP")

2

Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

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3  
SEC Use Only

4  
Citizenship or Place of Organization

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5  
Sole Voting Power

0

6  
Shared Voting Power

98,286,358

7  
Sole Dispositive Power

0

8  
Shared Dispositive Power

98,286,358

9  
Aggregate Amount Beneficially Owned by Each Reporting Person

98,286,358

10  
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

[ ]

11  
Percent of Class Represented by Amount in Row (9)

7.7%

12  
Type of Reporting Person (See Instructions)

CO

SCHEDULE 13G  
CUSIP No. 031162100

Item 1(a). Name of Issuer:

Amgen Inc. ("Amgen")

Item 1(b). Address of Issuer's Principal Executive Offices:

One Amgen Center Drive  
Thousand Oaks, California 91320-1799

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Item 2(a). Name of Persons Filing:

Wyeth  
MDP Holdings, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

5 Giralda Farms  
Madison, New Jersey 07940

Item 2(c). Citizenship:

Wyeth - Delaware  
MDP Holdings, Inc. - Delaware

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share ("Common Stock")

Item 2(e). CUSIP Number:

031162100

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J);

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

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Wyeth beneficially owns the 98,286,358 shares of Common Stock held by MDP, its wholly owned subsidiary. MDP holds directly, and shares voting and dispositive power with Wyeth with respect to the 98,286,358 shares of Common Stock.

(b) Percent of Class: 7.7%

The "Percent of Class" and percentages set forth on the cover pages to this Statement on Schedule 13G were calculated based on 1,038,989,468 outstanding shares of Common Stock as of March 31, 2002, as disclosed in Amgen's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002 (filed with the Securities and Exchange Commission (the "SEC") on April 29, 2002), plus 242,300,000 shares of Common Stock, which represents the approximate number of shares of Common Stock Amgen disclosed, in Amendment No. 1 to its Registration Statement on Form S-4 filed with the SEC on March 22, 2002 (the "Registration Statement"), that it anticipated issuing in connection with its merger transaction with Immunex Corporation ("Immunex"), which was completed on July 15, 2002. As disclosed in the Registration Statement, holders of Immunex common stock received \$4.50 in cash and 0.44 shares of Common Stock per share of Immunex common stock in the merger.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	98,286,358
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	98,286,358

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8.

Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a

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participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable 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.

WYETH

By: /s/ Jack M. O'Connor  
Name: Jack M. O'Connor  
Title: Vice President and Treasurer

MDP HOLDINGS, INC.

By: /s/ Jeffrey S. Sherman  
Name: Jeffrey S. Sherman  
Title: Vice President

July 15, 2002

EXHIBITS

Exhibit A - Joint Filing Agreement

JOINT FILING AGREEMENT

We, the signatories of this Statement on Schedule 13G to which this Agreement is attached, hereby agree that such Statement is, and any amendments thereto filed by any of us will be, filed in behalf of each of us.

WYETH

By: /s/ Jack M. O'Connor  
Name: Jack M. O'Connor  
Title: Vice President and Treasurer

MDP HOLDINGS, INC.

By: /s/ Jeffrey S. Sherman  
Name: Jeffrey S. Sherman  
Title: Vice President

July 15, 2002