

BIOGEN IDEC INC.
Form SC TO-I/A
June 27, 2007

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

**SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT
under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934
AMENDMENT NO. 2**

BIOGEN IDEC INC.

(Name of Subject Company (Issuer); Name of Filing Persons (Offeror))

Common Stock, \$0.0005 par value

(Including the associated preferred stock purchase rights)

(Title of Class of Securities)

09062X103

(CUSIP Number of Class of Securities)

Susan H. Alexander, Esq.

Executive Vice President, General Counsel and Secretary

Biogen Idec Inc.

14 Cambridge Center

Cambridge, Massachusetts 02142

(617) 679-2000

(Name, address and telephone number of person authorized
to receive notices and communications on behalf of filing persons)

with copies to:

Keith Higgins and Paul Kinsella

Ropes & Gray LLP

One International Place

Boston, Massachusetts 02110

Telephone: (617) 951-7000

Fax: (617) 951-7050

CALCULATION OF FILING FEE

Transaction Valuation*

\$2,765,094,311.05

Amount Of Filing Fee**

\$84,888.40

* Estimated solely
for purposes of
calculating the
filing fee
pursuant to
Rules 0-11
under the
Securities
Exchange Act

of 1934, as amended, based on the product of (x) \$48.85, the average of the high and low sale prices of common shares on the NASDAQ Global Select Market on May 25, 2007 and (y) 56,603,773, the maximum number of shares that will be purchased in the tender offer described in this Schedule TO.

** The fee is calculated as .00307% of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$84,888.40

Form or Registration No.: Schedule TO

Filing Party: Biogen Idec Inc.

Date Filed: May 30, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on May 30, 2007 (the Schedule TO) and Amendment No. 1 to Schedule TO filed with the SEC on June 20, 2007 by Biogen Idec Inc., a Delaware corporation (the Company), pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the Exchange Act), in connection with the Company's offer to purchase for cash up to 56,603,773 shares (the Shares) of its common stock, \$0.0005 par value per share, including the associated Series X junior participating preferred stock purchase rights issued under the Rights Agreement, dated as of July 22, 1997, between the Company and ChaseMellon Shareholder Services LLC as Rights Agent, as amended and restated (the Common Stock), at a price per share not greater than \$53.00 nor less than \$47.00, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 30, 2007 (the Offer to Purchase) and in the related Letter of Transmittal (the Letter of Transmittal which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, constitute the Offer).

This Amendment to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Exchange Act.

The information in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated into this Amendment by reference in answer to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 11. ADDITIONAL INFORMATION

Item 11 of the Schedule TO is hereby amended and supplemented to add the following:

On June 27, 2007 the Company issued a press release announcing the preliminary results of the Offer, which expired at 12:00 midnight, New York City time, on Tuesday, June 26, 2007. A copy of the press release is filed as Exhibit (a)(5)(A) to this Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented to add the following:

**EXHIBIT
NUMBER**

DOCUMENT

(a)(5)(A) Press Release issued by Biogen Idec Inc. on June 27, 2007, filed herewith.

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SIGNATURES

After due 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.

BIOGEN IDEC INC.

Dated: June 27, 2007

By: /s/ Susan H. Alexander

Name: Susan H. Alexander

Title: Executive Vice President, General
Counsel and Secretary

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EXHIBIT INDEX

| EXHIBIT NUMBER | DOCUMENT |
|-----------------------|--|
| (a)(1)(A) | Offer to Purchase dated May 30, 2007.* |
| (a)(1)(B) | Form of Letter of Transmittal.* |
| (a)(1)(C) | Form of Notice of Guaranteed Delivery.* |
| (a)(1)(D) | Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.* |
| (a)(1)(E) | Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.* |
| (a)(1)(F) | Press Release issued on May 29, 2007.* |
| (a)(1)(G) | Form of Summary Advertisement.* |
| (a)(5)(A) | Press Release issued on June 27, 2007, filed herewith. |

| EXHIBIT NUMBER | DOCUMENT |
|-----------------------|---|
| (d)(9) | Biogen, Inc. 1987 Scientific Board Stock Option Plan (as amended and restated through February 7, 2003), previously filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2002, filed March 14, 2003, and incorporated herein by reference. |
| (d)(10) | Employment Agreement between us and James C Mullen, dated June 20, 2003, previously filed as Exhibit 10.2 to the Company's Registration Statement on Form S-4, File No. 333-107098, filed July 16, 2003, and incorporated herein by reference. |
| (d)(11) | First Amendment to Employment Agreement between the Company and James C. Mullen, dated February 7, 2006, previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 0-19311, filed February 10, 2006, and incorporated herein by reference. |
| (d)(12) | Employment Agreement between us and William H. Rastetter, dated June 20, 2003, previously filed as Exhibit 10.1 to the Company's Registration Statement on Form S-4, File No. 333-107098, filed July 16, 2003, and incorporated herein by reference. |
| (d)(13) | Form of letter agreement regarding employment arrangement between us and our Executive Vice Presidents and Senior Vice Presidents, previously filed as Exhibit 10.45 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2003, filed March 10, 2004, and incorporated herein by reference. |
| (d)(14) | Letter agreement regarding employment arrangement of Peter N. Kellogg, dated June 21, 2000, previously filed as Exhibit 10.43 to the Company's Annual Report on Form 10-K, File No. 0-12042, for the year ended December 31, 2001, filed March 29, 2002, and incorporated herein by reference. |
| (d)(15) | Amendment to the IDEC Pharmaceuticals Corporation 1988 Stock Option Plan, as amended and restated through February 19, 2003, previously, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended June 30, 2004, filed August 9, 2004, and incorporated herein by reference. |
| (d)(16) | Amendment to Biogen Idec Inc. Executive Severance Policy - Senior/Executive Vice Presidents, previously, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended June 30, 2004, filed August 9, 2004, and incorporated herein by reference. |
| (d)(17) | 2005 Omnibus Equity Plan, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 15, 2005, and incorporated herein by reference. |
| (d)(18) | 1995 Employee Stock Purchase Plan, previously filed as Appendix B to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, filed on April 15, 2005, and incorporated herein by reference. |

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- (d)(19) Form of Grant Notice (Restricted Stock Units) September 2005 RSU Grant, previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, File No. 0-19311, filed September 15, 2005, and incorporated herein by reference.
- (d)(20) Amendment to the 2003 Omnibus Equity Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No.0-19311, for the quarter ended March 31, 2005, filed April 29, 2005, and incorporated herein by reference.
- (d)(21) Letter regarding relocation arrangement for Mark C. Wiggins, dated September 2, 2004, previously filed as Exhibit 10.52 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2005, filed March 3, 2006, and incorporated herein by reference.

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EXHIBIT NUMBER

DOCUMENT

- (d)(22) Letter regarding employment arrangement of Cecil B. Pickett, dated June 21, 2006, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended September 30, 2006, filed November 9, 2006, and incorporated herein by reference.
- (d)(23) 2006 Non-Employee Directors Equity Plan, previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, File No. 0-19311, dated April 14, 2006, and incorporated herein by reference.
- (d)(24) Amendment No. 1 to the 2006 Non-Employee Directors Equity Plan, previously filed as Exhibit 10.57 to the Company's Annual Report on Form 10-K, File No. 0-19311, for the year ended December 31, 2006, filed February 21, 2007, and incorporated herein by reference.
- (d)(25) Amendment dated April 4, 2006, to 2005 Omnibus Equity Plan, previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended March 31, 2007, filed May 3, 2007, and incorporated herein by reference.
- (d)(26) Amendment dated February 12, 2007, to 2005 Omnibus Equity Plan, previously filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, File No. 0-19311, for the quarter ended March 31, 2007, filed May 3, 2007, and incorporated herein by reference.

* Previously filed as an exhibit to the Schedule TO filed with the SEC on May 30, 2007.