

ORLOFF JOHN J

Form 4

March 04, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ORLOFF JOHN J**

(Last) (First) (Middle)

**C/O ALEXION  
PHARMACEUTICALS, INC, 121  
SEAPORT BOULEVARD**

(Street)

**BOSTON, MA 02210**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**ALEXION PHARMACEUTICALS,  
INC. [ALXN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2019**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Research & Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.0001 per share	02/28/2019		F	675 <sup>(1)</sup> D	\$ 132.92 31,115 <sup>(2)</sup>	D	
Common Stock, par value \$.0001 per share	12/15/2018		A	V 34 <sup>(3)</sup> A	\$ 93.01 31,149	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ORLOFF JOHN J  
C/O ALEXION PHARMACEUTICALS, INC  
121 SEAPORT BOULEVARD  
BOSTON, MA 02210

EVP, Research & Development

## Signatures

/s/ Douglas Barry, Attorney-in-Fact for John  
Orloff

03/04/2019

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$132.90- \$135.01. The price reported in  
(2) this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information  
regarding the number of shares sold at each price.

(3) In accordance with the Alexion ESPP, these shares were purchased (for the ESPP purchase period from June 30, 2018 to December 15,  
2018) based on 85% of the closing price of the Issuer's common stock on December 15, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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