

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

IDEC PHARMACEUTICALS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

33-0112644
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

11011 TORREYANA ROAD
SAN DIEGO, CA 92121
(619) 550-8500
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

PHILLIP M. SCHNEIDER
CHIEF FINANCIAL OFFICER
IDEC PHARMACEUTICALS CORPORATION
11011 TORREYANA ROAD
SAN DIEGO, CA 92121
(619) 550-8500
(NAME AND ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA
CODE, OF AGENT FOR SERVICE)

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value.....	2,300,000 shares	\$44.0625	\$101,343,750	\$30,711

- (1) Includes 300,000 shares of Common Stock that the Underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(c) under the Securities Act of 1933.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THE REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION ACTING PURSUANT TO SAID SECTION 8(A) MAY DETERMINE.

INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE.

PROSPECTUS (Subject to Completion)
 Issued February 23, 1998

2,000,000 Shares

LOGO

COMMON STOCK

ALL OF THE SHARES OF COMMON STOCK OFFERED HEREBY ARE BEING SOLD BY THE COMPANY. THE COMPANY'S COMMON STOCK IS QUOTED ON THE NASDAQ NATIONAL MARKET UNDER THE SYMBOL "IDPH." ON FEBRUARY 20, 1998, THE REPORTED LAST SALE PRICE OF THE COMMON STOCK ON THE NASDAQ NATIONAL MARKET WAS \$44 1/2 PER SHARE. SEE "COMMON STOCK PRICE RANGE AND DIVIDENDS."

SEE "RISK FACTORS" BEGINNING ON PAGE 6 FOR INFORMATION THAT SHOULD BE CONSIDERED BY PROSPECTIVE INVESTORS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PRICE \$ A SHARE

	PRICE TO PUBLIC	UNDERWRITING DISCOUNTS AND COMMISSIONS(1)	PROCEEDS TO COMPANY(2)
Per Share.....	\$	\$	\$
Total(3).....	\$	\$	\$

- (1) The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.
- (2) Before deducting expenses payable by the Company estimated at \$275,000.
- (3) The Company has granted the Underwriters an option, exercisable within 30 days of the date hereof, to purchase up to an aggregate of 300,000 additional Shares at the price to public less underwriting discounts and commissions for the purpose of covering over-allotments, if any. If the Underwriters exercise such option in full, the total price to public, underwriting discounts and commissions and proceeds to Company will be \$, \$ and \$, respectively. See "Underwriters."

The Shares are offered, subject to prior sale, when, as and if accepted by the Underwriters named herein and subject to the approval of certain legal matters by Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, counsel for the Underwriters. It is expected that delivery of the Shares will be made on or about March , 1998 at the offices of Morgan Stanley & Co. Incorporated, New York, N.Y., against payment therefor in same day funds.

MORGAN STANLEY DEAN WITTER

NATIONSBANC MONTGOMERY SECURITIES LLC

March , 1998

NO DEALER, SALES REPRESENTATIVE OR ANY OTHER PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH ANY OFFERING MADE HEREBY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR ANY UNDERWRITER. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE SHARES OF COMMON STOCK OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SHARES OFFERED HEREBY TO ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE HEREOF.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents or portions of documents filed by the Company (File No. 0-19311) with the Securities and Exchange Commission (the "SEC" or "Commission") are incorporated herein by reference: (a) Annual Report on Form 10-K for the fiscal year ended December 31, 1996; (b) Proxy Statement dated April 22, 1997 and (c) the description of the Company's Common Stock which is contained in its Registration Statement on Form 8-A filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on May 24, 1991, and the description of the Company's Series X Junior Participating Preferred Stock contained in the Company's Registration Statement on Form 8-A filed under the Exchange Act on August 2, 1997, including any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such reports and documents. Any statement contained in a document incorporated by reference herein shall be deemed modified or superseded for purposes of this Prospectus to the extent that a statement contained or incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The Company will provide without charge to each person to whom this Prospectus is delivered a copy of any or all of such documents which are incorporated herein by reference (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into the documents that this Prospectus incorporates). Written or oral requests for copies should be directed to Secretary, IDEC Pharmaceuticals Corporation, at the Company's executive offices located at 11011 Torreyana Road, San Diego, CA 92121; (619) 550-8500.

IDEC Pharmaceuticals(R) and PRIMATIZED(R) are registered United States trademarks of the Company and Rituxan(TM) and PROVAX(TM) are trademarks of the Company. Other trademarks used herein belong to the various third parties as identified in the text.

CERTAIN PERSONS PARTICIPATING IN THIS OFFERING MAY ENGAGE IN TRANSACTIONS THAT STABILIZE, MAINTAIN, OR OTHERWISE AFFECT THE PRICE OF THE COMMON STOCK. SPECIFICALLY, THE UNDERWRITERS MAY OVERALLOT IN CONNECTION WITH THE OFFERING, AND MAY BID FOR, AND PURCHASE, SHARES OF THE COMMON STOCK IN THE OPEN MARKET. FOR A DESCRIPTION OF THESE ACTIVITIES, SEE "UNDERWRITERS."

IN CONNECTION WITH THIS OFFERING, CERTAIN UNDERWRITERS AND SELLING GROUP MEMBERS (IF ANY) OR THEIR RESPECTIVE AFFILIATES MAY ENGAGE IN PASSIVE MARKET MAKING TRANSACTIONS IN THE COMMON STOCK ON THE NASDAQ NATIONAL MARKET IN ACCORDANCE WITH RULE 103 OF REGULATION M. SEE "UNDERWRITERS."

PROSPECTUS SUMMARY

The following summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information and consolidated financial statements and notes thereto appearing elsewhere herein or incorporated by reference in this Prospectus. Unless otherwise indicated, the information contained in this Prospectus assumes no exercise of the Underwriters' over-allotment option. Unless the context otherwise requires, references in this Prospectus to "IDEC Pharmaceuticals" and the "Company" shall refer to IDEC Pharmaceuticals Corporation and its wholly owned subsidiary, IDEC Seiyaku, a Japanese corporation.

THE COMPANY

IDEC Pharmaceuticals is primarily engaged in the commercialization and research and development of targeted therapies for the treatment of cancer and autoimmune and inflammatory diseases. The Company's first commercialized product, Rituxan, and its most advanced product candidate are for treatment of B-cell non-Hodgkin's lymphomas, which afflict approximately 250,000 patients in the United States. The Company is also developing products for the treatment of solid tumors, which afflict approximately 1,100,000 new patients each year in the United States, and rheumatoid arthritis, which afflicts approximately 2,000,000 people in the United States.

Rituxan was approved by the U.S. Food and Drug Administration (the "FDA") on November 26, 1997 and was launched into the U.S. market jointly with Genentech, Inc. ("Genentech") in December 1997. Rituxan is the trade name in the United States for the compound Rituximab (formerly known as IDEC-C2B8). In Switzerland, and upon approval in the rest of Europe, Rituximab is marketed as MabThera (Rituximab, Rituxan and MabThera are collectively referred to herein as "Rituxan," except where otherwise indicated). Rituxan was developed through collaborative relationships with Genentech and Genentech's affiliate F. Hoffmann-LaRoche, Inc. ("Hoffmann-LaRoche") and is being developed for the Japanese market in collaboration with Zenyaku Kogyo, Ltd. ("Zenyaku"). Rituxan received Swiss marketing approval on November 28, 1997 and was recently introduced in the Swiss market in late 1997 by Hoffmann-LaRoche, which holds sales and marketing rights worldwide except in the United States and Japan. Approval to market Rituxan in the European Union is currently pending and is not expected before mid-1998, at the earliest. Zenyaku is developing Rituxan in Japan where the regulatory process requires additional human clinical testing. Approval in Japan is not expected in the near future.

Rituxan is the first monoclonal antibody approved by the FDA for a cancer therapy indication. Rituxan is unique in the treatment of non-Hodgkin's lymphoma due to its specificity for the antigen, CD20, which is expressed on normal and malignant B cells but not on other tissues of the body, and mechanism of action as compared to conventional lymphoma therapies. These properties of Rituxan also contribute to the agent's favorable side effect profile as compared to chemotherapy and allow its use in clinical settings where chemotherapy is either poorly tolerated or ineffective in inducing disease remissions. Rituxan is administered in an outpatient setting by personnel trained in the use of chemotherapies. A full course of Rituxan therapy is short in duration, consisting of four intravenous infusions given on days 1, 8, 15 and 22, whereas chemotherapy is typically given in repeating cycles for four to eight months.

Rituxan is indicated for single agent use in relapsed or refractory, low-grade or follicular, CD20 positive, B-cell non-Hodgkin's lymphomas ("B-cell non-Hodgkin's lymphomas"), which comprise about half of the prevalence of the disease in the United States. Ongoing or completed Phase II studies suggest that Rituxan may also be useful in combination with chemotherapy in low-grade or follicular lymphomas, and as a single agent, or in combination with chemotherapy in the treatment of other forms of non-Hodgkin's lymphoma. In Phase III clinical trials, Rituxan given as a single agent to patients with B-cell non-Hodgkin's lymphoma, demonstrated tumor shrinkage in 87% of patients. Fifty percent of evaluable patients (76 of 151 patients) or 48% of entered patients achieved partial or complete responses to therapy, i.e., achieved tumor shrinkage of greater than 50%. The median time to progression (time to tumor regrowth) in these 76 responders had not been reached at 12.5 months following initiation of therapy, despite the short duration (22 days) of the full course of therapy. Rituxan has been well tolerated in clinical studies, with side effects being primarily mild to moderate flu-like symptoms that generally are limited to the period of infusion. As compared to

chemotherapy, Rituxan does not harm the bone marrow and therefore does not cause the myelosuppression that is a source of much of the chemotherapy-associated morbidity and mortality. Also, Rituxan has been shown to induce meaningful remissions of disease in poor prognosis patients such as the elderly, patients failing autologous bone marrow transplants or anthracycline containing therapies, and patients who have become refractory to chemotherapy.

In an effort to identify expanded applications for Rituxan, the Company, in collaboration with Genentech, has authorized over 35 Rituxan post-marketing trials to date. Several of these trials will explore the use of Rituxan in a variety of B-cell non-Hodgkin's lymphoma clinical settings such as: combination therapy with widely used chemotherapy regimens for both low-grade and intermediate/high-grade disease; single agent therapy in newly diagnosed, previously untreated low-grade disease; integration into autologous bone marrow transplant regimens both as an in-vivo purging agent prior to bone marrow harvest and post-transplant as consolidation therapy; and AIDS-related lymphoma. Additionally, clinical trials are expected to be initiated in other B-cell malignancies and pre-malignant conditions such as chronic lymphocytic leukemia ("CLL"), multiple myeloma, and lymphoproliferative disorders associated with solid organ transplant therapies.

A second antibody product for the treatment of B-cell non-Hodgkin's lymphomas, IDEC-Y2B8, which was opened to Phase III testing in December 1997. IDEC-Y2B8 is an anti-CD20 murine antibody that is radiolabelled with the isotope yttrium-90. IDEC Pharmaceuticals controls all U.S. rights to IDEC-Y2B8 while Hoffmann-LaRoche holds an option to develop it for commercialization outside of the United States. The Company believes that Rituxan and IDEC-Y2B8 may provide complementary products for the management of non-Hodgkin's lymphomas.

The Company's product candidate for the treatment of solid tumors is the drug 9-Aminocamptothecin ("9-AC"), which the Company in-licensed from Pharmacia & Upjohn S.p.A. ("Pharmacia") in 1997. This drug belongs to the class of anti-tumor agents that inhibits the activity of the enzyme topoisomerase-I, which is required for solid tumor growth. The National Cancer Institute ("NCI") was the primary developer of 9-AC through various Phase II human clinical trials. The Company initiated its own Phase I/II trials with 9-AC during late 1997 with the objective of verifying the maximum tolerated dose identified by other investigators and identifying solid tumor indications for further development. IDEC Pharmaceuticals has worldwide rights to 9-AC.

For the treatment of autoimmune and inflammatory diseases, IDEC Pharmaceuticals is developing a new class of antibodies, termed PRIMATIZED antibodies, that are of part human, part macaque monkey, origin. These antibodies are structurally similar to, and potentially indistinguishable by a patient's immune system from, human antibodies. PRIMATIZED antibodies may provide therapeutic intervention for diseases or conditions not amenable to chronic treatment with mouse-derived antibodies, which are distinguishable from human antibodies and therefore eventually rendered ineffective by the patient's immune system. The Company's objective with its PRIMATIZED antibodies is to provide therapies that can be used to control autoimmune diseases characterized by overactive immune functions.

The Company's lead PRIMATIZED antibody products, IDEC-CE9.1 and IDEC-151, are being developed worldwide in collaboration with SmithKline Beecham, p.l.c. ("SmithKline Beecham"), in patients with rheumatoid arthritis and asthma. The Company's other products for the treatment of autoimmune or inflammatory diseases are being developed in collaborative relationships with Mitsubishi Chemical Corporation ("Mitsubishi"), Seikagaku Corporation ("Seikagaku") and Eisai, Co., Ltd. ("Eisai"). In addition, the Company submitted an Investigational New Drug application ("IND") with the FDA in late 1997 and initiated human clinical testing in a Phase I trial of its humanized anti-gp39 antibody (IDEC-131) in patients with systemic lupus erythematosus ("SLE").

THE OFFERING

Common Stock offered.....	2,000,000 shares(1)
Common Stock to be outstanding after the offering.....	21,630,694 shares(1)(2)
Use of proceeds.....	To fund commercialization of Rituxan, research and development activities and clinical trials, expansion of laboratory and manufacturing capacity, repayment of indebtedness, and general corporate purposes. A portion of the net proceeds may also be used to acquire or invest in complementary businesses or products or to obtain the right to use complementary technologies. See "Use of Proceeds."
Nasdaq National Market symbol.....	IDPH

SUMMARY CONSOLIDATED FINANCIAL DATA

YEARS ENDED DECEMBER 31,				
1993	1994	1995	1996	1997
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)				

CONSOLIDATED STATEMENT OF OPERATIONS DATA:

REVENUES:					
Revenues from unconsolidated joint business(3).....	\$ --	\$ --	\$ --	\$ --	\$ 9,266
Contract revenues.....	4,329	5,143	12,136	15,759	11,840
License fees.....	8,385	2,300	11,500	14,250	23,500
Total revenues.....	12,714	7,443	23,636	30,009	44,606
Total operating expenses(4).....	22,985	25,959	40,037	35,445	62,602
Net loss applicable to common stock.....	\$(8,882)	\$(18,031)	\$(17,292)	\$(5,651)	\$(15,538)
Net loss per share.....	\$ (.96)	\$ (1.65)	\$ (1.18)	\$ (.34)	\$ (.83)
Shares used in computing net loss per share....	9,265	10,931	14,650	16,573	18,739

DECEMBER 31, 1997

ACTUAL	AS ADJUSTED(5)
(UNAUDITED)	
(IN THOUSANDS)	

CONSOLIDATED BALANCE SHEET DATA:

Cash, cash equivalents and securities available-for-sale.....	\$ 69,657	\$153,042
Total assets.....	106,013	189,398
Notes payable.....	7,794	7,794
Total stockholders' equity.....	80,679	164,064

(1) Assumes the Underwriters' over-allotment option is not exercised. See "Underwriters."

(2) Based on the number of shares outstanding as of January 31, 1998. Excludes: (i) 3,902,619 shares of Common Stock issuable upon exercise of outstanding stock options; and (ii) convertible preferred stock convertible into 1,490,793 shares of Common Stock, each outstanding as of January 31, 1998.

(3) Reflects revenues received from co-promotion of Rituxan with Genentech.

(4) Includes \$11,437,000 in 1995 for the repurchase of technology rights to the Company's lymphoma products and a \$3,000,000 up-front licensing fee for exclusive rights to 9-AC in 1997.

(5) Adjusted to reflect the sale of 2,000,000 shares offered by the Company hereby, after deducting estimated underwriting discounts and commissions and estimated offering expenses. See "Use of Proceeds" and "Capitalization."

FORWARD LOOKING STATEMENTS

This Prospectus contains, in addition to historical data, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act, which are subject to the "safe harbor" created by those sections. These forward-looking statements include risks and uncertainties and include, but are not limited to, statements concerning the Company's plans to commercialize its product, Rituxan; continue development of its current product candidates; conduct clinical trials with respect to its product candidates; utilize the Company's capital resources and the net proceeds from this offering and the time periods related thereto; seek regulatory approvals; expand its manufacturing capability; engage third-party manufacturers to supply its clinical trials and commercial requirements; maintain and expand its marketing, sales and distribution capability; and evaluate additional product candidates for acquisition and subsequent clinical and commercial development. These forward-looking statements may be found in the "Prospectus Summary," "Risk Factors," "Use of Proceeds," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business." Forward-looking statements not specifically set forth above may also be found in these and other sections of this Prospectus. Actual results could differ materially from those discussed in the forward-looking statements as a result of certain factors, including those discussed in "Risk Factors" and elsewhere in this Prospectus.

RISK FACTORS

Prospective purchasers of the Shares offered hereby should carefully consider the following risk factors in addition to the other information presented in this Prospectus.

HISTORY OF OPERATING LOSSES; ACCUMULATED DEFICIT

The Company has incurred annual operating losses since its inception in 1985 and may incur additional losses in the future. As of December 31, 1997, the Company's accumulated deficit was approximately \$99.4 million. Historical losses have been principally the result of the various costs associated with the Company's research and development, clinical and manufacturing activities prior to approval for marketing of any of the Company's products. Substantially all revenues to date have resulted from collaborative research, development and licensing arrangements, research grants and interest income. There is no guarantee that the Company will achieve profitable operations on an annual basis unless either Rituxan achieves commercial success or product candidates now under development receive FDA or foreign regulatory approval and thereafter are commercialized successfully.

Rituxan, which received regulatory approval in the United States on November 26, 1997 and in Switzerland on November 28, 1997, is the Company's only approved product. For Rituxan to succeed commercially, the Company, either alone or through its collaborative relationships, must successfully manufacture, introduce, market and sell Rituxan. To achieve the successful commercialization of other product candidates, the Company, alone or through its collaborative relationships, must successfully develop, obtain FDA or foreign regulatory approval for, manufacture, introduce, market and sell its potential products. There can be no assurance that either Rituxan or any other product candidate will be successfully commercialized. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

LIMITED MANUFACTURING EXPERIENCE

To be commercially successful, the Company must manufacture its products, either directly or through third parties, in commercial quantities, in compliance with regulatory requirements and at an acceptable cost. Although the Company has produced its products in the laboratory, scaled its production process to pilot levels and has the ability to manufacture limited commercial quantities of Rituxan, the Company has only limited experience with regard to producing such commercial quantities of Rituxan and has not yet received regulatory approval for commercial production of any other products. In addition, the Company has limited experience in bulk drug manufacturing in general and no chemical manufacturing experience, no fill/finish experience, and no fill/finish capacity. Thus, no assurance can be given as to the ultimate performance of the Company's manufacturing facility or the Company's ability to make a successful transition to ongoing commercial production.

Biologics manufacturing as performed by IDEC Pharmaceuticals involves the growing and harvest of cells and the purification of the target protein by removal of impurities in controlled environments. This process is extremely susceptible to product loss due to any microbial or viral contamination of the process. Since the process is highly defined and controlled, any material problem due to equipment failure or operator error could cause the loss of the entire batch being manufactured. Certain bacterial or viral contaminations could cause the closure of the plant for an extended period of time, until the cause of the contamination is identified and corrective action is implemented. Certain items of manufacturing equipment may have long lead times to perform repair and revalidation prior to use. The Company has attempted to plan for most equipment failure contingencies. Not all potential problems, however, can be appropriately addressed ahead of time nor spare parts obtained in a reasonable time frame. Any extended unplanned plant shutdowns will ultimately create higher manufacturing cost of goods for the Company and could result in inventory and product shortages.

The Company's agreement with Genentech calls for IDEC Pharmaceuticals to commit its full manufacturing capacity to supply Genentech with bulk Rituxan at the higher of a fixed price per gram or Genentech's cost to manufacture per gram until the end of 1999. The Company then has the option to supply Rituxan to Genentech, at the lower of the Company's or Genentech's cost per gram. The Company currently manufactures Rituxan at a cost in excess of the Genentech contract's fixed price. Any continuing manufacturing costs above the contract price per gram or costs attributable to equipment repair or facility down time could result in an unreimbursable cost, wholly attributable to IDEC Pharmaceuticals, which would, in turn, result in decreased margins. Furthermore, the Company is aware that several of its manufacturing software systems are not yet Year 2000 compliant. See "-- Year 2000 Compliance."

DEPENDENCE ON CONTRACT MANUFACTURERS AND SOLE SOURCE SUPPLIER

Although the Company has the ability to manufacture limited commercial bulk quantities of Rituxan, it is dependent upon Genentech to manufacture additional worldwide requirements and to complete all the fill/finish production of Rituxan. Genentech is manufacturing Rituxan in a facility that is still pending FDA approval for Rituxan manufacture and is currently constructing an additional manufacturing plant to satisfy long-term demands for Rituxan. Such facility must be approved by the FDA before it can supply commercial quantities of Rituxan and, even if approved, there can be no assurance that the Company or Genentech can manufacture sufficient quantities of Rituxan to meet as yet undetermined market demands or that Genentech will be able to fill/finish Rituxan on a timely and cost effective basis to avoid an insufficient supply of Rituxan inventory, any of which could materially and adversely affect the Company's business, results of operation and financial condition.

The Company is contractually dependent upon SmithKline Beecham to fulfill all of the manufacturing requirements for IDEC-CE9.1 and IDEC-151. SmithKline Beecham has constructed a commercial-scale manufacturing plant for IDEC-CE9.1 and/or IDEC-151. However, there can be no assurance that SmithKline Beecham will be able to manufacture sufficient quantities of IDEC-CE9.1 or IDEC-151, should either or both receive FDA approval to meet as yet undetermined market demands.

Because the Company's capacity is committed to the manufacture of Rituxan for two years, the Company does not have the current cell culture capacity to manufacture commercial qualifying material for the Company's IDEC-Y2B8 or In2B8 products. The Company is currently accepting proposals for a qualified commercial contractor to meet the long-term manufacturing demands for IDEC-Y2B8 or In2B8. In addition, as the Company does not have expertise or facilities for small molecule chemical manufacturing, the Company will need to establish a long-term manufacturing arrangement for 9-AC with an appropriate contract manufacturer. The Company's 9-AC clinical materials requirements will be met over the next two years by Pharmacia, as part of the product in-license agreement. Additionally, as the Company does not have fill/finish expertise, the Company will be dependent on outside contractors to meet all of the Company's current and future fill/finish requirements.

The Company has several vendors for raw materials that are used in the manufacture of products for commercial or clinical trial use that are the sole source available. Any disruption in the supply of these materials would have a material adverse effect on the Company's ability to meet its manufacturing commitments, and would ultimately have a negative effect on costs of goods sold, or could delay significantly

current clinical studies. Due to the need for raw materials to meet certain regulatory, pre-qualification and release specifications prior to their use for manufacturing, the Company is limited to specific suppliers. The Company has initiated a program for identifying alternative suppliers for certain raw materials, where possible.

LIMITED SALES AND MARKETING EXPERIENCE

The Company has limited experience in commercial sales and marketing. The Company has adopted a strategy of pursuing collaborative agreements with strategic partners that provide for co-promotion of certain of the Company's products. To the extent that the Company elects to participate in co-promotion efforts in the United States or Canada, and in those instances where the Company retains exclusive marketing rights in specified territories, the Company will need to maintain and expand its sales and marketing capability in order to establish a successful direct sales and marketing capability in the targeted markets. The Company will also need to build marketing support services including customer service, order entry, shipping and billing, customer reimbursement assistance, managed-care sales support, medical information and sales training. There can be no assurance that the Company will be able to establish a successful direct sales and marketing capability in any or all targeted markets or that it will be successful in gaining market acceptance for its products. To the extent that the Company has entered or in the future enters into co-promotion or other licensing arrangements, any revenues received by the Company will be dependent on the efforts of third parties and there can be no assurance that such efforts will be successful. Failure to establish a sales capability either in the United States or outside the United States may have a material adverse effect on the Company's business, results of operations and financial condition. See "Business -- Sales and Marketing."

During 1998, the Company will depend on the successful marketing and sales of Rituxan for much of its anticipated revenue. Rituxan is being marketed and sold in the United States pursuant to a co-promotion agreement with Genentech, which currently has a sales and marketing staff of approximately 50 professionals that is largely dedicated to the commercialization of Rituxan. In an effort to establish its own direct sales capability for Rituxan, the Company has recently created a marketing staff and a sales organization of 32 professionals with experience primarily in the oncology therapeutic category, who are dedicated exclusively to the commercialization of Rituxan. The Company relies heavily on Genentech to supply related marketing support services including customer service, order entry, shipping and billing, customer reimbursement assistance, managed-care sales support, medical information and sales training. There can be no assurance that the Company's sales and marketing staff will successfully transition the Company into long-term profitability. Furthermore, there can be no assurance that Genentech will successfully perform its role in the co-promotion relationship.

Outside of the United States and Canada, the Company has adopted a strategy to pursue collaborative arrangements with established pharmaceutical companies for marketing, distribution and sale of its products. There can be no assurance that any of these companies or their sublicensees will successfully market, distribute or sell the Company's products or that the Company will be able to establish and maintain successful co-promotion or distribution arrangements.

OPERATING RESULTS SUBJECT TO SIGNIFICANT FLUCTUATIONS

The Company's quarterly revenues, expenses and operating results are likely to vary significantly in the future due to a variety of factors such as demand for the Company's products, the Company's achievement of certain payment milestones, hospital and pharmacy buying decisions, physician acceptance rates, changes in government or private reimbursement policies, manufacturing constraints, the ability of the Company to obtain approvals of additional products for commercial sale on a timely basis, changes in the Company's level of operating expenses, the Company's ability to attract and retain qualified personnel, changes in the Company's sales incentive plans or co-promotion agreements, foreign currency exchange rates and overall economic conditions. Furthermore, because the Company is commercializing Rituxan through a co-promotion, profit-sharing agreement with Genentech, the Company's ability to report revenues from the commercialization of Rituxan will be dependent upon the timeliness of Genentech's reporting of Rituxan sales. There can be no assurance that Genentech will report on a timely basis. Because the Company's expense levels are based to a significant extent on the Company's expectations of future revenues and therefore will

vary only slightly in the short term, if revenues fall below expectations, operating results are likely to be adversely and disproportionately affected.

RELIANCE ON THIRD-PARTY DEVELOPMENT AND MARKETING EFFORTS

The Company has adopted a research, development and product commercialization strategy that is dependent upon various arrangements with strategic partners and others. The success of the Company's products is substantially dependent upon the success of these outside parties in performing their obligations, which include, but are not limited to, providing funding and performing research and development with respect to the Company's products. The Company's strategic partners may also develop products that may compete with the Company. Although IDEC Pharmaceuticals believes that its partners have an economic incentive to succeed in performing their contractual obligations, the amount and timing of resources that they devote to these activities is not within the control of the Company. There can be no assurance that these parties will perform their obligations as expected or that any revenue will be derived from such arrangements. The Company has entered into collaborative agreements with Genentech, Zenyaku, SmithKline Beecham, Mitsubishi, Seikagaku and Eisai. These agreements generally may be terminated at any time by the strategic partner, typically on short notice to the Company. If one or more of these partners elect to terminate their relationship with the Company, or if the Company or its partners fail to achieve certain milestones, it could have a material adverse effect on the Company's ability to fund the related programs and to develop any products that may have resulted from such collaborations. There can be no assurance that these collaborations will be successful. In addition, some of the Company's current partners have certain rights to control the planning and execution of product development and clinical programs, and there can be no assurance that such partners' rights to control aspects of such programs will not impede the Company's ability to conduct such programs in accordance with the schedules currently contemplated by the Company for such programs and will not otherwise impact the Company's strategy. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business -- Strategic Alliances."

LENGTHY REGULATORY PROCESS; NO ASSURANCE OF ADDITIONAL REGULATORY APPROVALS

The testing, manufacturing, labeling, advertising, promotion, export and marketing, among other things, of the Company's proposed products are subject to extensive regulation by governmental authorities in the United States and other countries. In the United States, pharmaceutical products are regulated by the FDA under the Federal Food, Drug, and Cosmetic Act and other laws, including, in the case of biologics, the Public Health Service Act. The nature and extent of regulation by governmental authorities in the United States differs with respect to different products. At the present time, with the exception of 9-AC, the Company believes that its products will be regulated by the FDA as biologics. Biologics require the submission of a Biologics License Application ("BLA") and approval by the FDA prior to being marketed in the United States. The Company believes that the FDA will regulate the Company's 9-AC product candidate as a drug which will require the submission of a New Drug Application ("NDA") for approval by the FDA prior to being marketed in the United States. The regulatory approval process for a NDA is similar to the approval process for a BLA. Manufacturers of biologics or drugs may also be subject to state regulation.

The steps required before a product may be approved for marketing in the United States generally include (i) preclinical laboratory tests and animal tests, (ii) the submission to the FDA of an IND for human clinical testing, which must become effective before human clinical trials may commence, (iii) adequate and well-controlled human clinical trials to establish the safety and efficacy of the product, (iv) the submission to the FDA of a BLA or NDA, (v) FDA review of the BLA or NDA and (vi) satisfactory completion of an FDA inspection of the manufacturing facility or facilities at which the product is made to assess compliance with current Good Manufacturing Practices ("cGMP"). The testing and approval process requires substantial time, effort and financial resources and there can be no assurance that any approval will be granted on a timely basis, if at all. There can be no assurance that Phase I, Phase II or Phase III testing will be completed successfully within any specific time period, if at all, with respect to any of the Company's product candidates. Furthermore, the FDA may suspend clinical trials at any time on various grounds, including a finding that the subjects or patients are being exposed to an unacceptable health risk.

The results of the preclinical studies and clinical study or studies, together with detailed information on the manufacture and composition of the product, are submitted to the FDA in the form of a BLA or NDA requesting approval to market the product. Before approving a BLA or NDA, the FDA will inspect the facilities at which the product is manufactured, and will not approve the product unless cGMP compliance is satisfactory. The FDA may deny a BLA or NDA if applicable regulatory criteria are not satisfied, require additional testing or information, and/or require postmarketing testing and surveillance to monitor the safety or efficacy of a product. There can be no assurance that FDA approval of any BLA or NDA submitted by the Company will be granted on a timely basis or at all. Also, if regulatory approval of a product is granted, such approval may entail limitations on the indicated uses for which it may be marketed.

Both before and after approval is obtained, violations of regulatory requirements, including the preclinical and clinical testing process, the BLA or NDA review process, or thereafter (including after approval) may result in various adverse consequences, including the FDA's delay in approving or refusal to approve a product, withdrawal of an approved product from the market, and/or the imposition of criminal penalties against the manufacturer and/or BLA or NDA holder. For example, BLA or NDA holders are required to report certain adverse reactions to the FDA, and to comply with certain requirements concerning advertising and promotional labeling for their products. Also, quality control and manufacturing procedures must continue to conform to cGMP regulations after approval, and the FDA periodically inspects manufacturing facilities to assess compliance with cGMP. Accordingly, manufacturers must continue to expend time, monies and effort in the area of production and quality control to maintain cGMP compliance. In addition, discovery of problems may result in restrictions on a product, manufacturer or BLA or NDA holder, including withdrawal of the product from the market. Also, new government requirements may be established that could delay or prevent regulatory approval of the Company's products under development.

The Company will also be subject to a variety of foreign regulations governing clinical trials and sales of its products. Whether or not FDA approval has been obtained, approval of a product by the comparable regulatory authorities of foreign countries must be obtained prior to the commencement of marketing of the product in those countries. The approval process varies from country to country and the time may be longer or shorter than that required for FDA approval. At least initially, the Company intends, to the extent possible, to rely on foreign licensees to obtain regulatory approval for marketing its products in foreign countries.

In February 1997, the Company and Genentech submitted BLAs to the FDA for Rituxan as a single agent therapy for the treatment of B-cell non-Hodgkin's lymphoma, and on November 26, 1997, Rituxan was approved for marketing by the FDA. Hoffmann-LaRoche submitted an application to the Swiss regulatory agency, the Office Intercantonal de Controle de Medicaments, for the marketing of Rituxan in Switzerland. On November 28, 1997, Rituxan was approved for marketing in Switzerland and was launched in the Swiss market in late 1997 by Hoffmann-LaRoche. Hoffmann-LaRoche also submitted a Marketing Authorization Application ("MAA") with the European Medicines Evaluation Agency ("EMA") for marketing Rituxan in the European Union. There can be no assurance that EMA approval of the MAA will be granted on a timely basis, if at all, and delays in receipt or failure to receive regulatory approval could have a material adverse effect on the Company's business, results of operations and financial condition.

Under the Orphan Drug Act, the FDA may grant orphan drug designation to drugs intended to treat a "rare disease or condition," which generally is a disease or condition that affects fewer than 200,000 individuals in the United States. Orphan drug designation must be requested before submitting a BLA or NDA. After the FDA grants orphan drug designation, the generic identity of the therapeutic agent and its potential orphan use are publicly disclosed by the FDA. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. If a product that has an orphan drug designation subsequently receives FDA approval for the indication for which it has such designation, the product is entitled to orphan drug exclusivity, i.e., the FDA may not approve any other applications to market the same drug for the same indication, except in certain very limited circumstances, for a period of seven years.

In 1994, the Company obtained orphan drug designation for Rituxan, IDEC-Y2B8 and IDEC-In2B8 from the FDA to treat certain B-cell non-Hodgkin's lymphomas (as defined on page 3). In connection with its approval by the FDA, Rituxan has received orphan drug exclusivity in the United States. However, there can

be no assurance that IDEC-Y2B8 or IDEC-In2B8 will receive orphan drug exclusivity for the B-cell non-Hodgkin's lymphoma indication, and it is possible that competitors of the Company could obtain approval, and attendant orphan drug exclusivity, for IDEC-Y2B8 or IDEC-In2B8 for the B-cell non-Hodgkin's lymphoma indication, thus precluding the Company from marketing IDEC-Y2B8 or IDEC-In2B8 for that indication in the United States. In addition, even if the Company does obtain orphan exclusivity for any of its compounds for B-cell non-Hodgkin's lymphoma, there can be no assurance that competitors will not receive approval of other, different drugs or biologics for B-cell non-Hodgkin's lymphoma. Although obtaining FDA approval to market a product with orphan drug exclusivity can be advantageous, there can be no assurance that the scope of protection or the level of marketing exclusivity that is currently afforded by orphan drug designation will remain in effect in the future.

UNCERTAINTIES ASSOCIATED WITH CLINICAL TRIALS

IDEC Pharmaceuticals has conducted and plans to continue to undertake extensive and costly clinical testing to assess the safety and efficacy of its potential products. The rate of completion of the Company's clinical trials is dependent upon, among other factors, the rate of patient enrollment. Patient enrollment is a function of many factors, including the nature of the Company's clinical trial protocols, existence of competing protocols, size of the patient population, proximity of patients to clinical sites and eligibility criteria for the study. Delays in patient enrollment will result in increased costs and delays, which could have a material adverse effect on the Company's business, results of operations and financial condition. The Company cannot assure that patients enrolled in the Company's clinical trials will respond to the Company's product candidates. Setbacks are to be expected in conducting human clinical trials. Failure to comply with the FDA regulations applicable to such testing can result in delay, suspension or cancellation of such testing, and/or refusal by the FDA to accept the results of such testing. In addition, the FDA may suspend clinical trials at any time if it concludes that the subjects or patients participating in such trials are being exposed to unacceptable risks. Thus, there can be no assurance that Phase I, Phase II or Phase III testing will be completed successfully within any specific time period, if at all, with respect to any of the Company's potential products. Further, there can be no assurance that human clinical testing will show any current or future product candidate to be safe and effective or that data derived therefrom will be suitable for submission to the FDA or will support the Company's submission of a BLA or NDA. See "Business -- Government Regulation."

PATENTS AND PROPRIETARY RIGHTS

The Company's success will depend, in large part, on its ability to maintain a proprietary position in its products through patents, trade secrets and orphan drug designation. IDEC Pharmaceuticals owns by assignment seven issued and 14 allowed U.S. patents, 16 U.S. patent applications and numerous corresponding foreign patent applications, and has licenses to patents or patent applications that are assigned to other entities. No assurance can be given, however, that the patent applications of the Company or the Company's licensors will be issued or that any issued patents will provide competitive advantages for the Company's products or will not be successfully challenged or circumvented by its competitors. Moreover, there can be no assurance that any patents issued to the Company or the Company's licensors will not be infringed by others or will be enforceable against others. In addition, there can be no assurance that the patents, if issued, would not be held invalid or unenforceable by a court of competent jurisdiction. Enforcement of the Company's patents may require substantial financial and human resources. Moreover, the Company or its licensees may have to participate in interference proceedings if declared by the U.S. Patent and Trademark Office ("PTO") to determine priority of inventions, which typically take several years to resolve and could result in diminished scope of patent protection and substantial cost to the Company.

A substantial number of patents have already been issued to other biotechnology and biopharmaceutical companies. Particularly in the monoclonal antibody field, competitors may have filed applications for or have been issued patents and may obtain additional patents and proprietary rights relating to products or processes competitive with or similar to those of the Company. To date, no consistent policy has emerged regarding the breadth of claims allowed in biopharmaceutical patents. Moreover, United States and foreign country patent laws are distinct and the interpretations thereunder unique to each country. Thus, patentability, validity and infringement issues for the same technology or invention may be resolved differently in different jurisdictions.

There can be no assurance that patents do not exist in the United States or in foreign countries or that patents will not be issued that would have an adverse effect on the Company's ability to market its products. Specifically, the Company is aware of several patents and patent applications which may affect the Company's ability to make, use and sell its products. See "Business -- Patents and Proprietary Rights." Accordingly, the Company expects that commercializing monoclonal antibody-based products may require licensing and/or cross-licensing of patents with other companies or entities in this field. There can be no assurance that the licenses, which might be required for the Company's processes or products, would be available, if at all, on commercially acceptable terms. The ability to license any such patents and the likelihood of successfully contesting infringement, enforceability or validity of such patents are uncertain and the costs associated therewith may be significant. If the Company is required to acquire rights to valid and enforceable patents but cannot do so at a reasonable cost, the Company's ability to manufacture or market its products would be materially adversely affected.

The owners, or licensees of the owners, of these patents may assert that one or more of the Company's products infringe one or more claims of such patents. If legal action is commenced against the Company to enforce any of these patents and the plaintiff in such action prevails, the Company could be prevented from making, using, offering to sell, selling or importing the subject matter claimed in such patents. In such event or under other appropriate circumstances, the Company may attempt to obtain licenses to such patents. However, no assurance can be given that any owner would license the patents to the Company at all or on terms that would permit commercialization of the Company's products. An inability to commercialize such products could have a material adverse effect on the Company's business, results of operations and financial condition.

Furthermore, the patent position worldwide of biotechnology companies in relation to proprietary products is highly uncertain and involves complex legal and factual questions. There is a substantial backlog of biotechnology patents at the PTO. The Company also relies on trade secrets and proprietary know-how which it seeks to protect, in part, by confidentiality agreements with its employees, collaborators and consultants. There can be no assurance that these agreements will not be breached, that the Company will have adequate remedies for any breach, or that the Company's trade secrets will not otherwise become known or be independently developed by competitors. See "Business -- Patents and Proprietary Technology."

ADDITIONAL FINANCING REQUIREMENTS AND UNCERTAIN ACCESS TO CAPITAL MARKETS

The Company has expended and will continue to expend substantial funds to increase sales of Rituxan and to complete the research, development, manufacturing and marketing of its other products. The Company has obtained and intends to seek additional funding for these purposes through a combination of new collaborative arrangements, strategic alliances, and additional equity or debt financings or from other sources. There can be no assurance that such future additional funds will be available on acceptable terms, if at all. Even if available, the cost of funds may result in substantial dilution to current stockholders. If adequate funds are not available from operations or additional sources of financing, the Company's business, results of operations and financial condition could be materially and adversely affected. See "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Liquidity and Capital Resources."

DEPENDENCE ON KEY PERSONNEL

The Company's success depends in part upon the continued contributions of its senior management and key scientific and technical personnel. The Company's success is also dependent upon its ability to attract and retain additional qualified scientific, technical, manufacturing and managerial personnel and to develop and maintain relationships with qualified clinical researchers. Significant competition exists among pharmaceutical and biotechnology companies for such personnel, and there can be no assurance that the Company will retain such personnel or that it will be able to attract, assimilate and retain such personnel as may be required in the future or to develop and maintain relationships with such researchers. The Company does not maintain or intend to purchase "key person" life insurance on any of its personnel. See "Business -- Employees" and "Management."

SUBSTANTIAL COMPETITION

Substantial competition exists in the biotechnology industry from pharmaceutical and biotechnology companies which may have technical or competitive advantages. The Company competes with these companies in the development of technologies and processes and sometimes competes with them in acquiring technology from academic institutions, government agencies, and other private and public research organizations. There can be no assurance that the Company will be able to produce or acquire rights to products that have commercial potential. Even if the Company achieves product commercialization, there can be no assurance that one or more of the Company's competitors may not: (i) achieve product commercialization earlier than the Company, (ii) receive patent protection that dominates or adversely affects the Company's activities, (iii) have significantly greater sales and marketing capabilities or (iv) develop products that are more widely accepted than those developed by the Company. See "Business -- Competition."

VOLATILITY OF STOCK PRICE

The stock market has from time to time experienced significant price and volume fluctuations that may be unrelated to the operating performance of particular companies. In addition, the market price of the Company's Common Stock, like the stock prices of many publicly traded biotechnology companies, has been highly volatile. During 1997, the Company's stock price fluctuated between \$15 3/4 per share and \$46 1/4 per share. Announcements of technological innovations or new commercial products by the Company or its competitors, developments or disputes concerning patent or proprietary rights, publicity regarding actual or potential medical results relating to products or products under development by the Company or its competitors, regulatory developments in either the United States or foreign countries, public concern as to the safety of biotechnology products and economic and other external factors including the buying and selling of shares by option holders to offset their risk, as well as period-to-period fluctuations in financial results may have a significant impact on the market price of the Company's Common Stock. It is likely that in some future quarter the Company's operating results will be below the expectations of public market analysts and investors. In such event, the price of the Company's Common Stock would likely be materially adversely affected. See "Common Stock Price Range and Dividends" and "-- Outstanding Options; Possible Dilution and Hedging."

UNCERTAINTIES REGARDING HEALTH CARE REIMBURSEMENT AND REFORM

The future revenues and profitability of biopharmaceutical companies as well as the availability of capital may be affected by the continuing efforts of government and third-party payors to contain or reduce costs of health care through various means. For example, in certain foreign markets pricing or profitability of prescription pharmaceuticals is subject to government control. In the United States, there have been, and the Company expects that there will continue to be, a number of federal and state proposals to implement similar government controls. While the Company cannot predict whether any such legislative or regulatory proposals will be adopted, the announcement or adoption of such proposals could have a material adverse effect on the Company's business, operating results and financial condition.

The Company's ability to commercialize its products successfully will depend in part on the extent which appropriate reimbursement levels for the cost of such products and related treatment are obtained from governmental authorities, private health insurers and other organizations, such as health maintenance organizations ("HMOs"). Third-party payors are increasingly challenging the prices charged for medical products and services. Also, the trend toward managed health care in the United States and the concurrent growth of organizations such as HMOs, which could control or significantly influence the purchase of health care services and products, as well as legislative proposals to reform health care or reduce government insurance programs may all result in lower prices for the Company's products. The cost containment measures that health care payors and providers are instituting and the effect of any health care reform could materially adversely affect the Company's business, results of operations and financial condition. See "Business -- Pharmaceutical Pricing and Reimbursement."

The speed with which Rituxan is adopted into the marketplace will be dependent on the rate of acceptance of the product into reimbursement programs operated by governmental authorities, private health insurers and other organizations, such as HMOs. Any significant delay in the ability of health-care providers to receive reimbursement for Rituxan will similarly delay the adoption of Rituxan and could have a material adverse effect on the Company's business, operating results and financial condition.

PRODUCT LIABILITY EXPOSURE

Clinical trials, manufacturing, marketing and sale of any of the products or products under development owned or licensed by the Company may expose the Company to product liability claims. The Company currently carries limited product liability insurance. There can be no assurance that the Company or its strategic partners will be able to continue to maintain or obtain additional insurance or, if available, that sufficient coverage can be acquired at a reasonable cost. An inability to obtain sufficient insurance coverage at an acceptable cost or otherwise protect against potential product liability claims could prevent or inhibit the commercialization of pharmaceutical products developed by the Company or its strategic partners. A product liability claim or recall could have a material adverse effect on the Company's business, operating results and financial condition.

ENVIRONMENTAL RISKS

The Company's business involves the controlled use of hazardous materials, chemicals and radioactive compounds. Although the Company believes that its safety procedures for handling and disposing of such materials comply with the standards prescribed by state and federal regulations, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, the Company could be held liable for any damages that result and any such liability could exceed the resources of the Company. In addition, disposal of radioactive materials used by the Company in its research efforts may only be made at approved facilities. Approval of a site in California has been delayed indefinitely. The Company currently stores such radioactive materials on site. The Company may incur substantial cost to comply with environmental regulations. See "Business -- Environmental Regulation."

SHARES ELIGIBLE FOR FUTURE SALE; REGISTRATION RIGHTS

Sales of substantial numbers of shares of Common Stock in the public market following this offering could materially adversely affect the market price of the Common Stock. Upon completion of this offering, the Company will have outstanding 21,630,694 shares of Common Stock, all of which will be freely tradeable in the public market, subject to limitations on sales of shares held by "affiliates" of the Company as defined in Rule 144 promulgated under the Securities Act. However, the executive officers, directors and certain other stockholders of the Company, who will together hold 2,477,861 of the outstanding shares upon completion of this offering, have agreed that for a period of 90 days from the date of this Prospectus and without the prior written consent of Morgan Stanley & Co. Incorporated they will not (i) offer, pledge, lend, sell, contract to sell, sell any option contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase or otherwise transfer, lend or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock, or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Common Stock, whether any such transaction described in clause (i) or (ii) above is to be settled by delivery of Common Stock or such other securities, in cash or otherwise. The Company has also agreed, subject to certain exceptions, that without the prior written consent of Morgan Stanley & Co. Incorporated, it will not issue, offer, sell or otherwise dispose of any of the Company's equity securities or any other securities convertible into or exchangeable for the Company's Common Stock for a period of 90 days after the date of this Prospectus. However, the Company may, without such consent, grant options or issue stock upon the exercise of outstanding stock options pursuant to the Company's stock option plans. In addition, certain stockholders who in the aggregate beneficially own 2,157,460 shares of Common Stock hold certain rights with respect to the registration for the offer or sale to the public of such shares. Upon completion

of the offering, there will be outstanding options to purchase a total of approximately 3,902,619 shares of the Company's Common Stock under the Company's stock option plans. See "Description of Capital Stock."

EFFECT OF ANTI-TAKEOVER PROVISIONS

The Company has taken a number of actions that could have the effect of discouraging a takeover attempt that might be beneficial to stockholders who wish to receive a premium for their shares from a potential bidder. The Company has adopted a Shareholder Rights Plan that would cause substantial dilution to a person who attempts to acquire the Company on terms not approved by the Company's Board of Directors. The Shareholder Rights Plan may therefore have the effect of delaying or preventing any change in control and deterring any prospective acquisition of the Company. In addition, the Company's Certificate of Incorporation grants the Board of Directors the authority to issue up to 8,000,000 shares of Preferred Stock and to determine the price, rights, preferences and privileges of those shares without any further vote or action by the Company's stockholders. The rights of the holders of Common Stock will be subject to, and may be adversely affected by, the rights of the holders of any shares of Preferred Stock that may be issued in the future. While the Company has no present intention to issue shares of Preferred Stock, such issuance, while providing desirable flexibility in connection with possible acquisitions and other corporate purposes, could have the effect of making it more difficult or less attractive for a third party to acquire a majority of the outstanding voting stock of the Company. Such Preferred Stock may also have other rights, including economic rights senior to the Common Stock, and, as a result, the issuance thereof could have a material adverse effect on the market value of the Common Stock. Furthermore, the Company is subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law ("Section 203"), which prohibits the Company from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person first becomes an "interested stockholder," unless the business combination is approved in a prescribed manner. The application of Section 203 also could have the effect of delaying or preventing a change of control of the Company.

OUTSTANDING OPTIONS; POSSIBLE HEDGING AND DILUTION

In September 1997, the Company entered into an agreement with a financial institution under which the Company sold to the financial institution a call option, exercisable only at maturity, entitling the financial institution to purchase from the Company up to 900,000 shares of the Company's Common Stock at a certain strike price per share. The Company has the right to settle the call option with cash or stock and, if exercised, the Company expects to settle the call option by issuing up to 900,000 shares of the Company's Common Stock to the financial institution. The financial institution has advised the Company that it has engaged, and may continue to engage, in transactions, including buying and selling shares of the Company's Common Stock, to offset its risk relating to the call option, which could affect the market price of the Company's Common Stock. Furthermore, should the Company settle the call option by issuing stock, new investors will experience an immediate dilution at the time of issuance. Other outstanding options and warrants will further dilute the Company's stock.

YEAR 2000 COMPLIANCE

Many currently installed computer systems and software products are coded to accept only two digit entries in the date code field. Beginning in the year 2000, these date code fields will need to accept four digit entries to distinguish 21st century dates from 20th century dates. As a result, in less than two years, computer systems and software used by many companies may need to be upgraded to comply with such "Year 2000" requirements.

Management has initiated an enterprise-wide program to prepare the Company's computer systems and other electronic applications for the year 2000 (the "Year 2000 Program"). This Year 2000 Program, which is performed by a task force assembled by the Company, consists of (i) an audit on all electronic and computer systems in order to identify potential Year 2000 problems within the Company, (ii) identification of third parties whose Year 2000 non-compliance would have a material adverse effect on the Company's business, results of operations or financial condition and requiring such third parties to confirm that they are developing plans to address their own Year 2000 issues, and (iii) a remedial phase to correct any discovered problems.

The Company's Year 2000 Program has already identified several manufacturing software systems that are not yet Year 2000 compliant. The Company expects to complete its audit by the end of February 1998 and intends to complete its third-party confirmations and begin its remedial phase by the end of the third quarter. While the Company has begun evaluating potential strategies for resolving Year 2000 problems, the dollar amount that the Company will spend to remediate its Year 2000 issues remains uncertain, and management has not yet assessed the Year 2000 compliance expenses and related potential effect on the Company's operations. The Company expects to incur internal personnel expenses as well as consulting and other expenses related to the infrastructure and facilities enhancements necessary to prepare the Company's systems for the year 2000.

The Company anticipates its Year 2000 Program will be completed before January 1, 2000. However, there can be no assurance that the Year 2000 Program, or computer systems and applications of other companies on which the Company's operations rely, will be timely converted, or that any such failure to convert by another company would not have a material adverse effect on the Company's systems. Moreover, a failure to correct any non-compliant manufacturing software could disable the Company's manufacturing capacity, resulting in inventory and product shortages and ultimately creating higher manufacturing costs of goods of the Company. See "-- Limited Manufacturing Experience."

USE OF PROCEEDS

The net proceeds to the Company from the sale of the 2,000,000 shares of Common Stock offered hereby are estimated to be approximately \$83.4 million (\$95.9 million if the Underwriters' over-allotment option is exercised in full) after deducting underwriting discounts and commissions and estimated expenses of the offering. The Company anticipates that the net proceeds of this offering will be used to fund commercialization of Rituxan, research and development activities and clinical trials, expansion of laboratory and manufacturing capacity, repayment of indebtedness and general corporate purposes. A portion of the net proceeds may also be used to acquire or invest in complementary businesses or products or to obtain the right to use complementary technologies. The Company has no current plans, agreements or commitments with respect to any such acquisitions or investments, and the Company is not currently engaged in any negotiations with respect to any such transactions. The use of proceeds is subject to change based upon competitive developments, the rate of the Company's progress in product sales and development, the timing of regulatory approval and the availability of various methods of financing, including agreements with other companies relating to the development and marketing of the Company's products. The Company reserves the right, at the discretion of its Board of Directors, to reallocate its use of the proceeds of this offering in response to these and other factors. Pending such uses, the net proceeds will be temporarily invested in investment-grade, interest-bearing marketable securities.

COMMON STOCK PRICE RANGE AND DIVIDENDS

The Company's Common Stock is traded on the Nasdaq National Market under the symbol "IDPH." The following table sets forth for the periods indicated the high and low reported sale prices as reported by the Nasdaq National Market.

	COMMON STOCK PRICE	
	HIGH	LOW
Year Ended December 31, 1996		
First Quarter.....	\$23 1/8	\$15 7/8
Second Quarter.....	32 5/8	21
Third Quarter.....	27 3/8	13 7/8
Fourth Quarter.....	26 3/8	18 1/8
Year Ended December 31, 1997		
First Quarter.....	30 3/4	19 7/8
Second Quarter.....	27 1/8	15 3/4
Third Quarter.....	42 7/16	23 3/8
Fourth Quarter.....	46 1/4	30 3/4
Year Ending December 31, 1998		
First Quarter (through February 20, 1998).....	45 1/4	32 3/4

A recently reported last sale price for the Company's Common Stock as reported on the Nasdaq National Market is set forth on the cover page of this Prospectus. On January 31, 1998, there were approximately 429 holders of record of the Company's Common Stock.

The Company has never declared or paid any cash dividends on the Common Stock. The Company expects to retain its earnings for the development and expansion of its business and, therefore, does not intend to pay dividends on its Common Stock in the foreseeable future. Any future determination to pay cash dividends will be at the discretion of the Company's Board of Directors and will depend upon the earnings of the Company, its financial condition, capital requirements and other factors as the Company's Board of Directors may deem relevant.

CAPITALIZATION

The following table sets forth the capitalization of the Company at December 31, 1997, and as adjusted to reflect the sale by the Company of 2,000,000 shares of Common Stock pursuant to this offering (assuming that the Underwriter's over-allotment option is not exercised).

	DECEMBER 31, 1997	
	ACTUAL	AS ADJUSTED
	(IN THOUSANDS)	
Notes payable (1).....	\$ 7,794	\$ 7,794
Stockholders' equity:		
Convertible preferred stock, par value \$0.001 per share, 8,000,000 shares authorized; 245,014 shares issued and outstanding, \$19,225,000 liquidation value, actual and as adjusted.....		
Common stock, par value \$0.001 per share, 50,000,000 shares authorized; 19,356,108 shares issued and outstanding, actual; 21,356,108 shares issued and outstanding, as adjusted (2).....	19	21
Additional paid-in capital.....	179,956	263,339
Unrealized gains on securities available-for-sale.....	57	57
Accumulated deficit.....	(99,353)	(99,353)
	-----	-----
Total stockholders' equity.....	80,679	164,064
	-----	-----
Total capitalization.....	\$ 88,473	\$ 171,858
	=====	=====

(1) See Note 4 of Notes to Consolidated Financial Statements for information concerning the Company's notes payable.

(2) Assumes no exercise of the Underwriters' over-allotment option. Excludes: (i) 3,948,341 shares of Common Stock issuable upon exercise of stock options, and (ii) convertible preferred stock convertible into 1,665,793 shares of Common Stock, each outstanding as of December 31, 1997. See Note 8 of Notes to Consolidated Financial Statements.

SELECTED CONSOLIDATED FINANCIAL DATA

The selected consolidated financial data presented below under the captions "Consolidated Statement of Operations Data" and "Consolidated Balance Sheet Data" for, and as of the end of, each of the years in the five-year period ended December 31, 1997, are derived from the consolidated financial statements of the Company, which consolidated financial statements have been audited by KPMG Peat Marwick LLP, independent certified public accountants. The consolidated financial statements as of December 31, 1996 and 1997, and for each of the years in the three-year period ended December 31, 1997, and the report thereon, are included elsewhere in this Prospectus. The information set forth below is not necessarily indicative of the results of future operations and should be read in conjunction with the Consolidated Financial Statements and related Notes thereto that are included in this Prospectus and with "Management's Discussion and Analysis of Financial Condition and Results of Operations."

	YEARS ENDED DECEMBER 31,				
	1993	1994	1995	1996	1997
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)					
CONSOLIDATED STATEMENT OF OPERATIONS DATA:					
Revenues:					
Revenues from unconsolidated joint business.....	\$ --	\$ --	\$ --	\$ --	\$ 9,266
Contract revenues.....	4,329	5,143	12,136	15,759	11,840
License fees.....	8,385	2,300	11,500	14,250	23,500
Total revenues.....	12,714	7,443	23,636	30,009	44,606
Operating expenses:					
Manufacturing costs.....	--	--	--	--	18,875
Research and development.....	18,723	21,191	22,488	28,147	32,407
Selling, general and administrative.....	4,262	4,768	6,112	7,298	11,320
Acquired technology rights.....	--	--	11,437	--	--
Total operating expenses.....	22,985	25,959	40,037	35,445	62,602
Loss from operations.....	(10,271)	(18,516)	(16,401)	(5,436)	(17,996)
Interest income (expense), net.....	1,174	485	(891)	481	2,572
Other income (expense).....	215	--	--	--	(114)
Convertible preferred stock dividends.....	--	--	--	(696)	--
Net loss applicable to common stock.....	\$ (8,882)	\$ (18,031)	\$ (17,292)	\$ (5,651)	\$ (15,538)
Net loss per share.....	\$ (.96)	\$ (1.65)	\$ (1.18)	\$ (.34)	\$ (.83)
Shares used in computing net loss per common share.....	9,265	10,931	14,650	16,573	18,739

	DECEMBER 31,				
	1993	1994	1995	1996	1997
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)					
CONSOLIDATED BALANCE SHEET DATA:					
Cash, cash equivalents and securities available-for-sale.....	\$26,503	\$20,601	\$24,010	\$ 78,727	\$ 69,657
Total assets.....	50,728	45,494	47,626	113,029	106,013
Notes payable.....	4,697	11,062	9,846	8,845	7,794
Total stockholders' equity.....	35,674	27,896	31,169	92,614	80,679

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Prospectus contains predictions, estimates and other 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, that involve a number of risks and uncertainties including, without limitation, those set forth in "Risk Factors." While this outlook represents the Company's current judgment on the future direction of its business, such risks and uncertainties could cause actual results to differ materially from any future performance suggested in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the Consolidated Financial Statements and related Notes thereto of IDEC Pharmaceuticals appearing elsewhere in this Prospectus.

OVERVIEW

IDEC Pharmaceuticals is primarily engaged in the commercialization and research and development of targeted therapies for the treatment of cancer and autoimmune and inflammatory diseases. In November 1997, the Company received approval from the FDA to market its first product, Rituxan, in the United States and Hoffmann-LaRoche, the Company's European marketing partner, received marketing clearance for Rituxan from the Swiss regulatory body, the Office Intercantonal de Controle de Medicaments. Rituxan is being co-promoted in the United States under a joint business arrangement with Genentech, with the Company receiving a share of the pretax co-promotion operating results. Under the terms of separate agreements with Genentech, commercialization of Rituxan outside the United States will be the responsibility of Hoffmann-LaRoche, except in Japan where Zenyaku will be responsible for product development, marketing and sales. The Company will receive royalties on Rituxan sales outside the United States.

Revenues for the Company consists of revenues from the unconsolidated joint business with Genentech, contract revenues and license fees. To date a substantial portion of the Company's revenues have been derived from contract revenues and license fees and the Company anticipates that revenues from unconsolidated joint business will comprise an increasing portion of total revenues in the future resulting from the commercialization of Rituxan.

Revenues from unconsolidated joint business consists of the Company's share of the pretax operating results generated from its joint business arrangement with Genentech, revenue from bulk Rituxan sales to Genentech and reimbursement from Genentech of the Company's sales force and development expenses. Revenues also include royalty income from Hoffmann-LaRoche and Zenyaku on sales of Rituxan outside the United States. Under the joint business arrangement, all U.S. sales of Rituxan and associated expenses will be recognized by Genentech with the Company recording its share of the pretax operating results on a quarterly basis, as defined in the Company's collaborative agreement with Genentech. "Pretax operating results" under the joint business arrangement are derived by taking the net U.S. sales of Rituxan to third-party customers less costs of sales, third party royalty expenses, distribution, selling and marketing expenses and joint development expenses by the Company and Genentech.

Contract revenues consist of non-refundable research and development funding under collaborative agreements with the Company's various strategic partners and other funding under contractual arrangements with other parties. Contract research and development funding generally compensates the Company for discovery, preclinical and clinical expenses related to the collaborative development programs for certain products of the Company.

License fees consist of non-refundable fees from product development milestone payments, the sale of license rights to the Company's propriety gene expression technology and non-refundable fees from the sale of product rights under collaborative development and license agreements with the Company's strategic partners.

The Company is obligated to manufacture and supply bulk Rituxan to Genentech through the end of 1999 with an option to continue supplying Rituxan thereafter. The cost of bulk Rituxan sold to Genentech is recorded as manufacturing cost in the Company's consolidated statements of operations. Under the

Company's collaborative agreement with Genentech, the sales price of bulk Rituxan sold to Genentech is capped at a price which is currently less than the Company's cost to manufacture bulk Rituxan. See "Risk Factors -- Limited Sales and Marketing Experience."

The Company has incurred increasing annual operating expenses and, with the commercialization of Rituxan, the Company expects such trends to continue. The Company has incurred annual operating losses since its inception in 1985, and the transition of the Company to profitability will be dependent upon the commercial success of Rituxan. As of December 31, 1997, the Company had an accumulated deficit of \$99.4 million. See "Risk Factors -- History of Operating Losses; Accumulated Deficit."

RESULTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 1997 AND 1996

Revenues from Unconsolidated Joint Business. The Company earned revenues from unconsolidated joint business for the first time in 1997. Revenues from unconsolidated joint business totaled \$9.3 million in 1997 and consists of \$10.6 million of bulk Rituxan sales to Genentech, \$3.0 million in reimbursement for the Company's sales force and development expenses for Rituxan from Genentech and the Company's share of the joint business operating loss equaling \$4.3 million. During 1997, the joint business recorded an operating loss due to significant shared expenses related to the product launch of Rituxan in the United States in December 1997. Rituxan sales to third-party customers recorded by Genentech totaled \$5.5 million, driven in part by pre-existing demand for Rituxan upon launch in December 1997. The Company anticipates that revenues from unconsolidated joint business will continue to increase in the near term due to the commercialization of Rituxan.

Contract Revenues. Contract revenues totaled \$11.8 million in 1997 compared to \$15.8 million in 1996. The decrease in contract revenues in 1997 was primarily due to the completion of funding in 1996 under the Company's collaborative development agreement with Mitsubishi Chemical Corporation.

License Fees. License fees totaled \$23.5 million in 1997 compared to \$14.3 million in 1996. The increase in license fees in 1997 was primarily due to a \$15.0 million product development milestone payment received from Genentech upon FDA approval of Rituxan. License fee revenues can vary significantly from year to year based upon the consummation of new corporate alliances and the achievement of product development milestone events. The Company continues to pursue other collaborative and license arrangements; however, no assurance can be given that discussions in this regard will result in any such arrangements or that the Company will receive significant revenues from any such collaborative or license arrangements.

Manufacturing Costs. The Company incurred manufacturing costs for the first time in 1997. Manufacturing costs totaled \$18.9 million in 1997 and consisted of manufacturing costs related to production of bulk Rituxan sold to Genentech and includes costs of approximately \$2.0 million incurred for the start-up of the Company's manufacturing facility. The Company expects to continue incurring substantial additional manufacturing costs as the Company continues to manufacture bulk Rituxan.

Research and Development. Research and development expenses totaled \$32.4 million in 1997 compared to \$28.1 million in 1996. The increase in research and development expenses in 1997 was primarily due to a \$3.0 million up-front licensing fee to Pharmacia for exclusive rights to 9-AC, a broad spectrum anti-cancer agent, a license fee payment for Anti-MIF antibody technology rights, contract manufacturing expenses for IDEC-Y2B8 in preparation for a Phase III trial in 1998 and higher facility expenses. Research and development expenses in 1997 were partially offset by the utilization of the Company's manufacturing facility for bulk production of Rituxan inventory in 1997 compared to research and development manufacturing production in 1996 of clinical material used for clinical trials. The Company expects to continue incurring substantial additional research and development expenses in the future, due to expansion of research and development programs; technology inlicensing and regulatory-related expenses; preclinical and clinical testing of the Company's various products under development; and production scale-up and manufacturing of products used in clinical trials.

Selling, General and Administrative. Selling, general and administrative expenses totaled \$11.3 million in 1997 compared to \$7.3 million in 1996. The increase in selling, general and administrative expenses in 1997 was primarily due to the creation of a sales and marketing infrastructure, expenses resulting from the commercial launch of Rituxan and higher personnel expenses to support expanded manufacturing operations. Selling, general and administrative expenses necessary to support expanded manufacturing capacity, expanded clinical trials, research and development and the potential expansion of the sales and marketing organization are expected to increase in the foreseeable future.

Interest Income/Expense. Net interest income totaled \$2.6 million in 1997 compared to \$.5 million in 1996. The increase in net interest income in 1997 was due to higher average balances in cash, cash equivalents and securities available-for-sale, a decrease in noncash interest charges for common stock warrants issued in connection with certain debt financings and a decrease in interest expense due to lower balances in notes payable.

Income Taxes. IDEC Pharmaceuticals has incurred losses on an annualized basis since inception; therefore, no provision for income taxes has been recorded. The Company's net operating loss carryforwards available to offset future taxable income at December 31, 1997 are approximately \$82.0 million for federal income tax purposes and expire between 1999 and 2012. The future utilization of net operating loss carryforwards may be limited under the Internal Revenue Code ("IRC") due to an IRC defined ownership change that occurred during 1991. However, the Company believes that such limitations will not have a material impact upon the utilization of the net operating loss carryforwards.

YEARS ENDED DECEMBER 31, 1996 AND 1995

Contract Revenues. Contract revenues totaled \$15.8 million in 1996 compared to \$12.1 million in 1995. The increase in contract revenues in 1996 was primarily due to revenue from a collaboration entered into with Eisai in December 1995, revenue from a one-time contract manufacturing and cell line development arrangement with OraVax, Inc. and ongoing efforts under existing collaborative agreements with Genentech and Seikagaku, offset by decreased revenues from SmithKline Beecham as a result of the planned transfer of clinical development of IDEC-CE9.1 to SmithKline Beecham in late 1995.

License Fees. License fees totaled \$14.3 million in 1996 compared to \$11.5 million in 1995. License fees in 1996 include \$4.5 million received for the license to Chugai of the Company's gene expression technology, \$4.0 million received from SmithKline Beecham for the initiation of a Phase III trial by SmithKline Beecham of IDEC-CE9.1, \$4.0 million from Genentech for the expansion of its collaboration with the Company and for the achievement of a product development milestone event for Rituxan and license fee revenues received from Seikagaku and Eisai also for the achievement of product development milestone events.

Research and Development. Research and development expenses totaled \$28.1 million in 1996 compared to \$22.5 million in 1995. The increase in research and development expenses in 1996 was primarily due to a \$1.3 million expense for access to certain patent rights related to Rituxan, increased personnel costs related to the completion of the Phase III trial, preparation of the Biologics License Application and the preparation for building of Rituxan commercial inventory.

Selling, General and Administrative. Selling, general and administrative expenses totaled \$7.3 million in 1996 compared to \$6.1 million in 1995. Selling, general and administrative expenses increased in 1996 due to higher personnel costs to support expanded manufacturing operations, completion of the Phase III trial and preparation of the Biologics License Applications for Rituxan.

Acquired Technology Rights. In March 1995, the Company issued 1,000,000 shares of its Common Stock and 69,375 shares of its 10% Series B Nonvoting Cumulative Convertible Preferred Stock for the repurchase of all Merrill Lynch/Morgan Stanley, L.P. rights in the Company's lymphoma products. In the first quarter of 1995, the Company recorded a non-cash charge of \$11.4 million, representing the purchase of the acquired technology rights.

Interest Income/Expense. Net interest income totaled \$.5 million in 1996 compared to net interest expense of \$.9 million in 1995. The increase in net interest income in 1996 from net interest expense in 1995

was due to higher balances in cash, cash equivalents and securities available-for-sale, offset by an increase in interest expense resulting from increases in notes payable used to finance certain capital purchases and an increase in non-cash interest charges for certain common stock warrants issued in connection with certain debt financings.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operating and capital expenditures since inception principally through the sale of equity securities, contract revenues, license fees, lease financing transactions and interest income. The Company expects to finance its current and planned operating requirements principally through the proceeds of this offering, cash on hand, funds from its joint business arrangement with Genentech and with funds from existing collaborative agreements and contracts which the Company believes will be sufficient to meet its near-term operating requirements. The Company believes that its cash, including proceeds from this offering, cash equivalents and securities available-for-sale, together with cash generated from its existing agreements, contracts and joint business arrangement, will be sufficient to finance the Company's currently anticipated needs for operating and capital expenditures for the foreseeable future. Existing agreements and contracts, however, could be canceled by the contracting parties. In addition, the Company may, from time to time, seek additional funding through a combination of new collaborative agreements, strategic alliances and additional equity and debt financings or from other sources. There can be no assurance that such additional funds can be obtained through these sources on acceptable terms, if at all. If adequate funds are not available from the joint business arrangement, operations or additional sources of financing, the Company's business could be materially and adversely affected.

The Company's working capital and capital requirements will depend upon numerous factors, including: the progress of the Company's preclinical and clinical testing; fluctuating or increasing manufacturing requirements, research and development programs; timing and cost of obtaining regulatory approvals; levels of resources that the Company devotes to the development of manufacturing, sales and marketing capabilities; technological advances; status of competitors; and the ability of the Company to establish collaborative arrangements with other organizations.

Until required for operations, the Company's policy under established guidelines is to keep its cash reserves in bank deposits, certificates of deposit, commercial paper, corporate notes, United States government instruments and other readily marketable debt instruments, all of which are investment-grade quality.

At December 31, 1997, the Company had \$69.7 million in cash, cash equivalents and securities available-for-sale compared to cash, cash equivalents and securities available-for-sale of \$78.7 million at December 31, 1996. Sources of cash, cash equivalents and securities available-for-sale during 1997 include \$3.5 million from the issuance of common stock under employee stock option and employee stock purchase plans and \$3.0 million from funding under a loan to finance equipment purchases. Uses of cash and cash equivalents during 1997 include \$2.8 million used in operations, \$5.9 million used to purchase capital equipment, a \$3.0 million preferred equity investment in Cytokine Networks, Inc. ("CNI") and \$4.1 million used to pay notes payable.

In September 1997, the Company entered into an agreement with a financial institution under which the Company purchased in a private transaction a capped call option, exercisable only at maturity, representing the Company's right to purchase from the financial institution up to 600,000 shares of the Company's Common Stock. The Company has the right to settle the capped call option by receiving cash or stock. The capped call option which the Company purchased is expected to be settled, if exercised, with cash paid to the Company in an amount equal to the difference between the strike price and the market price, subject to caps which will limit the total amount of cash the Company could receive.

Simultaneously, with its purchase of the capped call option, the Company sold to the same financial institution a call option, exercisable only at maturity, entitling the financial institution to purchase from the Company up to 900,000 shares of the Company's Common Stock at a certain strike price per share. The Company has the right to settle the call option with cash or stock and, if exercised, the Company expects to settle the call option by issuing up to 900,000 shares of the Company's Common Stock to the financial

institution. The financial institution has advised the Company that it has engaged, and may continue to engage, in transactions, including buying and selling shares of the Company's Common Stock, to offset its risk relating to the call option, which could affect the market price of the Company's Common Stock.

In September 1997, the Company and CNI entered into a development and license agreement for the development of inflammatory and autoimmune disease products based upon CNI's Anti-MIF antibody technology and a stock purchase agreement providing for certain equity investments in CNI by the Company. Under the terms of these agreements, the Company may make payments totaling up to \$10.5 million, subject to the attainment of certain product development milestone events. Additionally, the Company will pay CNI royalties on sales by the Company of any products emerging from the collaboration. In 1997 the Company made a \$3.0 million preferred equity investment in CNI.

Under the terms of the 9-AC asset transfer agreement, the Company may make payments to Pharmacia totaling up to \$16.0 million, subject to the attainment of certain product development milestone events. No royalties are payable to Pharmacia on sales of any products commercialized by the Company emerging from the agreement. The Company anticipates achieving a product development milestone event in 1999 that would result in the Company making a \$6.0 million payment to Pharmacia.

In August 1995, the Company completed receipt of funding under a \$10.0 million lease financing agreement to finance both equipment and facility improvements. Terms of the financing agreement require final principal payments of \$1.1 million and \$.4 million in July 1998 and January 1999, respectively.

NEW ACCOUNTING STANDARDS

In June 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 130 "Reporting Comprehensive Income" ("Statement No. 130"). Statement No. 130 establishes standards for reporting and display of comprehensive income and its components (revenue, expenses, gains and losses) in a full set of general-purposes financial statements. Statement No. 130 shall be effective for fiscal years beginning after December 15, 1997 and requires reclassification of earlier periods presented. The Company does not believe the adoption of Statement No. 130 will have a significant impact on the Company's business, results of operations or financial position for the year ending December 31, 1998.

In June 1997, the FASB issued Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("Statement No. 131"), effective for fiscal years beginning after December 15, 1997. Statement No. 131 establishes standards for reporting information about operating segments in annual financial statements and selected information about operating segments in interim financial reports issued to stockholders. The Company does not believe the adoption of Statement No. 131 will have a significant impact on the Company's financial statement disclosures.

YEAR 2000 COMPLIANCE

Many currently installed computer systems and software products are coded to accept only two digit entries in the date code field. Beginning in the year 2000, these date code fields will need to accept four digit entries to distinguish 21st century dates from 20th century dates. As a result, in less than two years, computer systems and/or software used by many companies may need to be upgraded to comply with such "Year 2000" requirements.

Management has initiated its Year 2000 Program, which has already identified several manufacturing software systems that are not yet Year 2000 compliant. The Company expects to complete its audit by the end of February and intends to complete its third-party confirmations and begin its remedial phase by the end of the third quarter. While the Company has begun evaluating potential strategies for resolving Year 2000 problems, the dollar amount that the Company will spend to remediate its Year 2000 issues remains uncertain, and management has not yet assessed the Year 2000 compliance expenses and related potential effect on the Company's operations. The Company expects to incur internal personnel expenses as well as consulting and

other expenses related to the infrastructure and facilities enhancements necessary to prepare the Company's systems for the year 2000.

The Company anticipates its Year 2000 Program will be completed before January 1, 2000. However, there can be no assurance that the Year 2000 Program, or computer systems and applications of other companies on which the Company's operations rely, will be timely converted, or that any such failure to convert by another company would not have a material adverse effect on the Company's systems. Moreover, a failure to correct any non-compliant manufacturing software could disable the Company's manufacturing capacity, resulting in inventory and product shortages and ultimately creating higher manufacturing costs of goods of the Company. See "-- Limited Manufacturing Experience."

BUSINESS

IDEC Pharmaceuticals is primarily engaged in the commercialization and research and development of targeted therapies for the treatment of cancer and autoimmune and inflammatory diseases. The Company's first commercial product, Rituxan, and its most advanced product candidate are for treatment of B-cell non-Hodgkin's lymphomas, which afflict approximately 250,000 patients in the United States. The Company is also developing products for the treatment of solid tumors, which afflict approximately 1,100,000 new patients each year in the United States, and rheumatoid arthritis, which afflicts approximately 2,000,000 people in the United States.

BACKGROUND

ANTIBODIES AND THE IMMUNE SYSTEM

The immune system is composed of specialized cells, including B cells and T cells, that function in the recognition, destruction and elimination of disease causing foreign substances and of virally infected or malignant cells. The role of these specialized cells is determined by receptors on the cell surface which govern the interaction of the cell with foreign substances and with the rest of the immune system. For example, each differentiated B cell of the immune system has a different antibody anchored to its surface that serves as a receptor to recognize foreign substances. This antibody then triggers the production of additional antibodies which as free-floating molecules bind to and eliminate these foreign substances. Each foreign substance is individually identifiable by structures on its surface known as antigens, which serve as binding sites for the specific antibodies. T cells play more diverse roles, including the identification and destruction of virally infected or malignant cells.

A variety of technologies have been developed to produce antibodies as therapeutic agents. These include hybridoma technology and molecular biology techniques such as gene cloning and expression, which can now be applied to the generation, selection and production of hybrid monoclonal antibody varieties known as chimeric and humanized antibodies, as well as strictly human antibodies. Chimeric antibodies are constructed from portions of non-human species (e.g., mouse) antibodies and human antibodies. In these applications, the portion of the antibody responsible for antigen binding (the "variable region") is taken from a non-human antibody and the remainder of the antibody (the "constant region") is taken from a human antibody. Compared to mouse ("murine") monoclonal antibodies, chimeric antibodies generally exhibit lower immunogenicity (the tendency to trigger an often adverse immune response such as a human anti-mouse antibody, or "HAMA" response), are cleared more slowly from the body, and function more naturally in the human immune system. Humanized antibodies can be constructed by grafting several small pieces of a murine antibody's variable region onto a constant region framework provided by a human antibody. This process, known as "CDR grafting," reduces the amount of foreign materials in the antibody, rendering it closer to a human antibody. However, the construction of humanized antibodies by CDR grafting requires complex computer modeling, and the properties of the resulting antibody are not completely predictable and may, in fact, still trigger a HAMA response.

B-CELL NON-HODGKIN'S LYMPHOMAS

As with other cell types in the body, B cells and T cells may become malignant and grow as immune system tumors, such as lymphomas. B-cell non-Hodgkin's lymphomas are cancers of the immune system which currently afflict approximately 250,000 patients in the United States. Treatment alternatives for lymphoma patients include chemotherapy, radiation therapy, and more recently, the Company's Rituxan that is indicated for use in relapsed or refractory, low-grade or follicular, CD20 positive, B-cell non-Hodgkin's lymphoma. B-cell non-Hodgkin's lymphomas are diverse with respect to prognosis and treatment, and are generally classified into one of three groups (low, intermediate or high-grade) based on histology and clinical features. These three groups are further subdivided by the International Working Formulation ("IWF") into subclasses A through J: low grade (A, B and C); intermediate grade (D, E, F and G); and high grade (H, I and J). Low grade or follicular B-cell non-Hodgkin's lymphoma is comprised of IWF subclasses A through D. The Company estimates that approximately half of the 250,000 patients afflicted with B-cell non-Hodgkin's

Lymphoma in the United States have low grade or follicular disease; of these roughly 18,000 will have been diagnosed during the past 12 months. Patients with low-grade lymphomas have a fairly long life expectancy from the time of diagnosis (median survival 6.6 years), despite the fact that low-grade lymphomas are almost always incurable. Intermediate-grade and high-grade lymphomas are more rapidly growing forms of these cancers, which in a minority of cases can be cured with early, aggressive chemotherapy. New diagnoses of non-Hodgkin's lymphomas have increased approximately 5.9% annually over the past decade, with 55,400 new diagnoses estimated for 1998. The increase is due in part to the aging of the population and to the increasing prevalence of lymphomas in the AIDS patient population. In approximately 90% of the cases in the United States, non-Hodgkin's lymphomas are of B-cell origin, the remainder is of T-cell origin.

Owing to the fluid nature of the immune system, B-cell lymphomas are usually widely disseminated and characterized by multiple tumors at various sites throughout the body at first presentation. Treatment courses with chemotherapy or radiation therapy often result in a limited number of remissions for patients with B-cell lymphomas. The majority of patients in remission will relapse and ultimately die either from their cancer or from complications of standard therapy. Fewer patients achieve additional remissions following relapse and those remissions are generally of shorter duration as the tumors become increasingly resistant to subsequent courses of chemotherapy. Therapeutic product development efforts for these cancers have focused on both improving treatment results and minimizing the toxicities associated with standard treatment regimens. Immunotherapies with low toxicity and demonstrated efficacy, such as Rituxan, might be expected to reduce treatment and hospitalization costs associated with side effects or opportunistic infections, which can result from the use of chemotherapy and radiation therapy.

AUTOIMMUNE AND INFLAMMATORY DISEASES

Rheumatoid arthritis, SLE, psoriasis, inflammatory bowel disease ("IBD") and multiple sclerosis ("MS") are autoimmune and inflammatory diseases that require ongoing therapy and afflict more than 6 million patients in the United States. Of these, approximately 2 million people are afflicted with rheumatoid arthritis. Autoimmune disease occurs when the patient's immune system goes awry, initiating a cascade of events which results in an attack by the patient's immune system against otherwise healthy tissue and often includes inflammation of the involved tissue. In rheumatoid arthritis, the disease attacks the synovial lining of the patient's joints, usually resulting in the destruction of the joints of the hands, hips and knees. The patient's condition evolves from constantly painful joints to the disability of deformed, misaligned joints. Autoimmune diseases such as rheumatoid arthritis are typically treated with products such as steroids and nonsteroidal, anti-inflammatory agents and with other therapies, all of which are limited for several reasons, including their lack of specificity and ineffectiveness when used chronically. Furthermore, steroids suppress the immune system and make the patient susceptible to infections while nonsteroidal, anti-inflammatory agents have been implicated in the formation of gastro-intestinal ulcerations.

ANTIBODIES AND THE REGULATION OF IMMUNE SYSTEM CELLS

Monoclonal antibodies may be used to bind to specific subsets of human immune system cells and may act to deplete or to suppress the activity of the targeted cells. Indeed, the high specificity of monoclonal antibodies enable them to discriminately act against different types of B cells or T cells. Depletion of diseased immune cells or suppression of disease-causing immune activities may be possible by using antibodies that attach to specific determinants on the surface of target immune system cells. In particular, the individual B and T cells of the immune system express a broad variety of surface determinants (cell surface markers). Such determinants not only differentiate one cell type from another, but also differentiate individual cells from other cells with specificity for different antigens. Monoclonal antibodies may also be used to bind to molecules, such as cytokines, in the plasma which serve as soluble mediators of immune system cell activity. By neutralizing these molecules, monoclonal antibodies may be used to alter immune cell activity and/or migration, for example, in inflammatory conditions.

IDEC PHARMACEUTICALS' TECHNOLOGY

IDEC Pharmaceuticals is developing products for the management of immune system cancers, solid tumors and autoimmune and inflammatory diseases. The Company's antibody products bind to specific

subsets of human immune system cells, or to soluble mediators of immune cell activity, and act to deplete or to alter the activity of these cells. The products are administered intravenously and target cells or soluble mediators located in easily accessible compartments of the body, specifically the blood, the lymphatic fluid and the synovial fluid. For treatment of non-Hodgkin's B-cell lymphomas, the Company's products target a cell surface marker known as CD20 which is present only on B cells but not on B-cell precursors. These products act to reduce total B-cell levels, including both malignant and normal B cells. The depletion of normal B cells observed in clinical experience to date has been only temporary, with regeneration occurring within months. The Company believes that its recently launched product, Rituxan, and the successful development of radioimmunotherapeutic agents, such as IDEC-Y2B8, will provide therapeutic alternatives to complement and, in some cases, replace chemotherapeutic agents in the treatment of B-cell non-Hodgkin's lymphomas.

Due to their specificity and affinity for cell surface receptors, monoclonal antibodies are also an attractive means by which to treat autoimmune diseases. Attachment of monoclonal antibodies to specific cell surface receptors can be used to suppress aberrant and unwanted immune activity. Historically, however, the use of monoclonal antibodies as an ongoing therapy has been limited by the body's rejection of the mouse derived components of the antibodies. Murine monoclonal antibodies, which are structurally different from human antibodies, tend to trigger adverse immune reactions when used as therapies. These reactions include a HAMA response in which the patient's immune system produces antibodies against the therapeutic antibody, thus limiting its effectiveness.

The Company has developed a proprietary PRIMATIZED antibody technology designed to avoid HAMA responses and other immunogenicity problems by developing monoclonal antibodies from primate rather than mouse B cells. These antibodies are characterized by their strong similarity to human antibodies and by the absence of mouse components. In March 1996, the Company received a Notice of Allowance for a United States patent application claiming the Company's PRIMATIZED antibodies. Underlying this proprietary technology is the Company's discovery that macaque monkeys produce antibodies that are structurally indistinguishable from human antibodies in their variable (antigen-binding) regions. Further, the Company found that the macaque monkey can be immunized to make antibodies that react with human, but not with macaque, antigens. Genetic engineering techniques are then used to isolate the portions of the macaque antibody gene that encode the variable region from a macaque B cell. This genetic material is combined with constant region genetic material from a human B cell and inserted into a host cell line which then expresses the desired antibody specific to the given antigen. The result is a part human, part macaque PRIMATIZED antibody which appears structurally to be so similar to human antibodies that it may be accepted by the patient's immune system as "self." This development allows the possibility of therapeutic intervention in chronic diseases or other conditions that are not amenable to treatment with antibodies containing mouse components.

The Company has also discovered a proprietary antigen formulation, PROVAX, which has shown the ability to induce cellular immunity, manifested by cytotoxic T lymphocytes, in animals immunized with protein antigens. Cellular immunity is a counterpart to antibody-based immunity and is responsible for the direct destruction of virally infected and malignant cells. PROVAX is a combination of defined chemical entities and may provide a practical means for the development of effective immunotherapies that act through the induction of both antibody and cell-mediated immunity. The Company believes such immunotherapies may be useful for the treatment of certain cancers and viral diseases. Preliminary studies also indicate that PROVAX can be safely administered by injection to human subjects. The Company intends to make PROVAX available through licenses and collaborations to interested partners for development of immunotherapeutic vaccines.

IDEC Pharmaceuticals has developed methods of engineering mammalian cell cultures using proprietary gene expression technologies (its "vector technologies") that rapidly and reproducibly select for stable cells, producing high levels of desired proteins. These technologies allow the efficient production of proteins at yields that may be significantly higher, and costs that may be significantly lower, than current, competing cell culture methods. IDEC Pharmaceuticals has successfully applied one of these technologies to the commercial scale production of Rituxan.

PRODUCTS AND PRODUCTS UNDER DEVELOPMENT

Rituxan and the Company's primary products under development address immune system cancers, such as lymphomas, solid tumors, and autoimmune and inflammatory diseases, such as rheumatoid arthritis. In addition, the Company has discovered certain other products through the application of its technology platform. The products in preclinical and clinical development by the Company include the following.

	INDICATION	STATUS(1)	DEVELOPMENT/MARKETING
IMMUNE SYSTEM CANCER PRODUCTS:			
Rituxan.....	Certain B-cell non-Hodgkin's lymphomas	U.S.: Approved European Union: MAA pending Switzerland: Approved Japan: Phase II Phase III	Genentech (U.S. co-promotion) Hoffmann-LaRoche Hoffmann-LaRoche Zenyaku Hoffmann-LaRoche (option to commercialize outside the U.S.)
IDEC-Y2B8.....	Certain B-cell non-Hodgkin's lymphomas (radioimmunotherapy)	Phase III	Hoffmann-LaRoche (option to commercialize outside the U.S.)
IDEC-In2B8.....	Certain B-cell non-Hodgkin's lymphomas (tumor imaging and dosimetry)	Phase III	Hoffmann-LaRoche (option to commercialize outside the U.S.)
9-AC.....	Solid tumors	Phase I/II	No current partner
AUTOIMMUNE AND INFLAMMATORY PRODUCTS:			
PRIMATIZED IDEC-151.....	Rheumatoid arthritis	Phase II portion of Phase I/II	SmithKline Beecham (worldwide)
PRIMATIZED IDEC-CE9.1.....	Rheumatoid arthritis	Phase III - On Clinical Hold	SmithKline Beecham (worldwide)
PRIMATIZED IDEC-CE9.1.....	Asthma	Phase I - On Clinical Hold	SmithKline Beecham (worldwide)
Humanized Anti-gp39 (IDEC-131).....	Various autoimmune diseases, initially SLE	Phase I	Eisai (Europe and Asia)
PRIMATIZED Anti-gp39.....	Various autoimmune diseases	Lead compound selected	Eisai (Europe and Asia)
PRIMATIZED Anti-B7.....	Various autoimmune diseases, initially psoriasis	Preclinical development	Mitsubishi (Asia)
PRIMATIZED Anti-CD23.....	Various allergic conditions, initially allergic asthma	Lead compound selected	Seikagaku (Europe and Asia)
Humanized and PRIMATIZED Anti-MIF.....	Various Inflammatory conditions	Discovery	No current partner
OTHER PRODUCTS:			
PROVAX (antigen formulation)...	Cancer therapeutic vaccines	Phase I(2)	No current partner

(1) As used in this Prospectus, "Discovery" means that the research phase is ongoing and a lead compound has not yet been selected. "Lead compound selected" means agents have been identified that meet preselected criteria in assays for activity and potency. "Preclinical development" means lead compound undergoing testing required prior to submission of IND. "Phase I" means initial human studies designed to establish the safety, dose tolerance and pharmacokinetics of a compound. "Phase I/II" means initial human studies designed to establish the safety, dose tolerance and pharmacokinetics of a compound and which may be designed to show preliminary activity of a compound in patients with the targeted disease. "Phase II" means human studies designed to establish safety, optimal dosage and preliminary activity of a compound. "Phase III" means human studies designed to lead to accumulation of data sufficient to support a BLA, including data relating to efficacy. For a further description of "On Clinical Hold," see "-- Products and Products Under Development -- Autoimmune and Inflammatory Products -- PRIMATIZED IDEC-151 and IDEC-CE9.1.

(2) Although Phase I trials have been completed, the Company does not intend to pursue further development unless and until it enters into a partnering arrangement for such development.

IMMUNE SYSTEM CANCER PRODUCTS

IDEC Pharmaceuticals' objective with respect to treating non-Hodgkin's B-cell lymphomas is to use its pan-B antibodies to target, bind to and selectively eliminate both the patient's normal and malignant B cells.

Rituxan. Rituxan is a genetically engineered, chimeric murine, human monoclonal antibody designed to harness the patient's own immune mechanisms to destroy tumor cells. Rituxan was approved by the FDA for treatment of certain B-cell non-Hodgkin's lymphomas. Rituxan has also been approved in Switzerland and other European approvals are pending. Laboratory studies performed by the Company have shown that the antibody attaches to the CD20 antigen on B cells and activates a group of proteins known as "complement," leading to normal and malignant B-cell destruction. Additionally, the antibody, when bound to the CD20 antigen, recruits macrophages and natural killer cells to attack the B cell. Through these and other mechanisms, the antibody utilizes the body's immune defenses to lyse (rupture) and deplete B cells. B cells have the capacity to regenerate from early precursor cells that do not express the CD20 determinant. The depletion of normal B cells observed in clinical experience to date has been only temporary, with normal B-cell regeneration typically occurring within six to nine months. The capacity of a tumor to regrow after treatment with Rituxan will depend on the number of malignant B cells, or malignant B-cell precursors (if the malignancy first appeared within a precursor cell), remaining after treatment.

Rituxan is the first monoclonal antibody approved by the FDA for a cancer therapy indication. Rituxan is unique in the treatment of non-Hodgkin's lymphoma due to its specificity for the antigen, CD20, which is expressed only on normal and malignant B cells, but not on other tissues of the body, and mechanism of action as compared to conventional lymphoma therapies. These properties of Rituxan contribute to the agent's favorable side effect profile as compared to chemotherapy and allows its use in clinical settings where chemotherapy is either poorly tolerated or ineffective in inducing disease remissions. Rituxan is easily administered in the outpatient setting by personnel trained in the use of chemotherapies. A full course of Rituxan therapy consists of four intravenous infusions given on days 1, 8, 15 and 22, whereas chemotherapy is given typically in repeating cycles for up to four to eight months.

Rituxan is indicated for single agent use in relapsed or refractory, low grade or follicular, CD20 positive, B-cell non-Hodgkin's lymphomas, which comprise about half of the prevalence of the disease in the United States. Ongoing or completed Phase II studies suggest that Rituxan may also be useful in combination with chemotherapy in low grade or follicular lymphomas, and as a single agent, or in combination with various chemotherapies, in the treatment of other forms of non-Hodgkin's lymphoma. In Phase III clinical trials, Rituxan given as a single agent to patients with relapsed or refractory, low grade or follicular, CD20 positive, B-cell non-Hodgkin's lymphoma, demonstrated tumor shrinkage in 87% of patients. Fifty percent of evaluable patients (76 of 151 patients) achieved partial or complete responses to therapy, i.e., achieved tumor shrinkage of greater than 50%. The median time to progression (time to tumor regrowth) in these 76 responders had not been reached at 12.5 months following initiation of therapy, despite the short duration (22 days) of the full course of therapy. Rituxan has been well tolerated in clinical studies with side effects being primarily mild to moderate flu-like symptoms that generally are limited to the period of infusion. As compared to chemotherapy, Rituxan does not harm the bone marrow causing the myelosuppression that is a source of much of chemotherapy-associated morbidity and mortality. Also, Rituxan has been shown to induce meaningful remissions of disease in poor prognosis patients such as the elderly, patients failing autologous bone marrow transplants and/or anthracycline containing therapies, and patients who have become refractory to chemotherapy.

In 1996, the Company and Genentech completed a Phase III trial of Rituxan at over 30 clinical sites including leading cancer centers in the United States and Canada. In this Phase III open label, single arm testing of Rituxan as a single agent therapeutic, each of the patients participating in the study received four infusions of the antibody on an outpatient basis during a 22-day period. Of the 166 patients entered into the study, 161 completed all four courses of therapy. Of the 166 patients entered into the study, 151 patients were evaluable for response rate analysis. The 15 patients not considered evaluable, due to lack of therapy completion or protocol violations are included in the overall response rate as non-responders. Of 166 patients entered, 80 responded (showed at least 50% reduction in tumor size) to treatment with Rituxan, for an overall

response rate of 48%. Ten of these responses were complete responses (6%) and 70 were partial responses (42%). As of the most recent analysis, of the responding patients, 47% were still in remission at over 12.5 months' median follow-up, with the longest ongoing duration of response at 22.8 months.

The following table shows the percentage change in tumor size in all 166 patients entered into the Phase III trial of Rituxan in B-cell non-Hodgkin's lymphoma. Though all patients had progressive disease at the initiation of treatment, 87% showed evidence of reduction in tumor bulk. Among the responders (tumor shrinkage of at least 50%), the median tumor shrinkage was 90%.

MAXIMUM PERCENTAGE CHANGE IN TUMOR SIZE AMONG ALL TREATED PATIENTS(1)

LOGO

- (1) Tumor shrinkage measured radiographically for the 166 patients by sum of products of lesion perpendicular diameters. Data represents the greatest shrinkage achieved by each patient during the observation period. Subsequent tumor growth may have occurred and data for three patients are unavailable.
- (2) Includes two patients with increase in lesion size greater than 100%.

Retrospective analysis of patient subgroups in the Phase III Rituxan trial showed responses in patients with poor prognostic features such as age greater than 60, extranodal disease, prior relapse from autologous bone marrow transplant, or relapse or failure of anthracycline containing regimens.

The most common adverse events associated with Rituxan, based on the Company's clinical trial experience, were infusion-related, consisting mainly of mild to moderate flu-like symptoms (e.g., fever, chills, rigors) that occurred in the majority of patients during the first infusion. Other events which occurred with less frequency included nausea, rashes, fatigue and headaches. More serious events included hypotension, wheezing, sensation of tongue or throat swelling and recurrence of cardiac events in patients with a history of angina or arrhythmia. These symptoms were usually limited in duration to the period of infusion and

decreased with subsequent infusions. These adverse events are generally more mild and of a shorter duration than the adverse events associated with chemotherapy.

In addition to these findings, the Company observed the disappearance from the patients' bone marrow of a chromosomal translocation marker (bcl-2) associated with malignant cells, which was present prior to treatment. The tumor marker gene reverted to negative in the peripheral blood of over 70% of the patients who were positive at baseline, and in the bone marrow of over 50% of patients who were positive at baseline. Researchers have previously reported clearance of this marker from bone marrow with marrow transplantation regimens incorporating ex-vivo marrow purging and only rarely with chemotherapy regimens. However, the clinical significance of bcl-2 conversion has not yet been determined.

The completion of the Phase III clinical trial supported the submission to the FDA in February 1997, by the Company and Genentech, of BLAs for Rituxan as a single agent therapy for the treatment of relapsed or refractory, low grade or follicular, CD20 positive, B-cell non-Hodgkin's lymphoma. Hoffmann-LaRoche also submitted an MAA with the EMEA for marketing Rituxan (under the trade name MabThera) in Europe. On November 26, 1997, IDEC received approval from the FDA to begin marketing Rituxan in the United States. On November 28, 1997, Hoffmann-LaRoche received approval to begin marketing MabThera in Switzerland. Approval to begin marketing in the 15 European Union countries is not anticipated until mid-1998, at the earliest.

In an effort to identify expanded applications for Rituxan, the Company, in conjunction with Genentech, has authorized over 35 Rituxan post-marketing trials to date. Several of these trials will explore the use of Rituxan in a variety of investigational B-cell non-Hodgkins lymphoma clinical settings including: (i) combination therapy with widely used chemotherapy regimens for both low grade and intermediate/high grade disease; (ii) single agent therapy in newly diagnosed, previously untreated low grade disease; (iii) integration into Autologous Bone Marrow Transplant regimens both as an in-vivo purging agent prior to bone marrow harvest and post-transplant as consolidation therapy; and (iv) treatment of AIDS-related lymphoma. Additionally, clinical trials will be initiated in other B-cell malignancies and pre-malignant conditions such as CLL, multiple myeloma and lymphoproliferative disorders associated with solid organ transplant therapies.

Also, the Company and Genentech have committed to providing drug to a small group of trials to be undertaken by NCI-funded cooperative study groups. At least two of these trials will be large Phase III studies designed to explore the utility of Rituxan in combination with standard chemotherapy regimens. No assurance can be given that such trials will be successful or that any of them will lead to a broadening of the usage of Rituxan.

IDEC-Y2B8 and IDEC-In2B8. Due to the sensitivity of B-cell tumors to radiation, radiation therapy has historically played, and continues to play, an important role in the management of B-cell lymphomas. Radiation therapy currently consists of external beam radiation focused on certain areas of the body with tumor burden. IDEC Pharmaceuticals is developing two antibody products which are intended to deliver targeted immunotherapy by means of injectable radiation to target sites expressing the CD20 determinant, such as lymphatic B-cell tumors, targeted for later stage patients requiring more aggressive treatment. In clinical testing, IDEC-In2B8 is first used to image the patient's tumor and to ensure that normal organs are not exposed to undue radiation from the subsequently administered therapeutic product. The low-energy gamma particle emitted by IDEC-In2B8 is detectable outside the body, thereby allowing the physician to determine the localization of the antibody in the tumor. The companion therapeutic product, IDEC-Y2B8, provides targeted radiation therapy by emitting a high-energy beta particle that is absorbed by surrounding tissue, leading to tumor destruction. The Company's objective with these products is to provide safer, more effective radiation therapy than is possible with external beam radiation and to provide this radiation therapy in an outpatient setting.

IDEC-Y2B8 is an anti-CD20 murine antibody that is securely bound to the isotope yttrium-90. This radioisotope is well suited for therapeutic purposes because of its energy, radius of activity and half-life. It emits only beta radiation. Other radioisotopes, such as iodine-131, emit both beta and gamma radiation and at certain therapeutic doses require that the patient be hospitalized and isolated in a lead-shielded room for

several days. In contrast, the beta particle emitted by yttrium-90 is absorbed by tissue immediately adjacent to the antibody. The Company believes that this short penetrating radiation will permit the use of the product in outpatient therapy, and has conducted its clinical trials in the outpatient setting.

The Company completed a dose-escalating Phase I clinical trial with IDEC-Y2B8 in early 1995. Single doses of IDEC-Y2B8 showed clinical activity comparable to that of intensive, multiple dose, salvage chemotherapy, with response durations exceeding those of the patients' most recent chemotherapy. In August 1996, the Company initiated a clinical trial that incorporates both IDEC-Y2B8 and Rituxan, and results of this trial were reported at the December 1997 meeting of the American Society of Hematology ("ASH"). In this open label, Phase I/II clinical trial, patients with advanced, relapsed B-cell non-Hodgkin's lymphoma received pretreatment with Rituxan to maximize tumor localization and efficacy of subsequently administered IDEC-Y2B8. Patients received 250mg/m² of Rituxan plus an imaging dose of IDEC-In2B8 on day one. During the following week, patient tumors were imaged using the low-energy gamma radiation emitted by the indium isotope. On day eight, patients received a second infusion of Rituxan at 250mg/m² followed by a therapeutic dose of IDEC-Y2B8 at 0.2, 0.3 or 0.4 mCi/kg of body weight. Across all dose groups, an 82% response rate was seen in the subpopulation of B-cell non-Hodgkin's lymphoma (with a total of 31 patients having been evaluated). At the dose group of 0.4 mCi/kg, a 100% overall response rate was seen (seven of seven patients) in this patient population.

The Company has initiated a Phase III trial of IDEC-Y2B8 for the proposed treatment of B-cell non-Hodgkin's lymphoma. Accrual for this trial should be completed in approximately one year. For this trial, 0.4 mCi/kg has been selected as the standard dose, with patients having low platelet counts being eligible for treatment at the lower dose of 0.3 mCi/kg.

The Company expects that Rituxan and IDEC-Y2B8 will provide complementary products for the management of non-Hodgkin's lymphomas. Because most lymphomas are treated today in community-based group practices, Rituxan fits nicely into the community practice, as no special equipment or extensive training is required for its administration or for management of treatment related side effects. Rituxan has shown activity even in patients refractory to chemotherapy and is indicated for this use, so that it may provide a viable option for the community-based oncologist prior to referral of the patient to the major medical center for treatment with more aggressive therapies, potentially including IDEC-Y2B8. By contrast, all radioimmunotherapies will be administered by the nuclear medicine specialist or radiation oncologist at the major medical center that is equipped for the handling, administration and disposal of radioisotopes. Also, the nuclear medicine department, but not the community-based practice, has the specialized equipment and governmental licenses that are required for use of radioisotopes. Thus the Company believes that referral patterns will develop for treatment of lymphoma patients with radioimmunotherapies at major medical centers after the community-based oncologist has exhausted all other options, such as Rituxan or chemotherapy, for the management of his or her patients. This trend will be further reinforced by the observation made by the Company, and by others working in the field, of the substantial clinical activity of radioimmunotherapies in patients with late-stage disease that has become refractory to chemotherapies. Thus, IDEC Pharmaceuticals is committed to the development and commercialization of Rituxan and the investigational agent IDEC-Y2B8 as complementary products which might be used throughout the course of a patient's disease providing alternatives, for both the patient and the healthcare professional, to conventional chemotherapies.

9-Aminocamptothecin. In July 1997, IDEC Pharmaceuticals completed its acquisition of worldwide rights to 9-AC from Pharmacia & Upjohn. This drug was acquired as part of a consent decree issued by the Federal Trade Commission ("FTC") regarding the merger of Pharmacia AB with The Upjohn Company. IDEC Pharmaceuticals now holds exclusive rights to all licenses and technology related to 9-AC and is proceeding with clinical development of the compound. In preclinical and Phase I/II clinical studies conducted by Pharmacia & Upjohn and the NCI, 9-AC has shown broad-spectrum activity against a variety of solid tumors. A semi-synthetic analogue of the plant-derived molecule camptothecin, 9-AC belongs to a class of drugs known as camptothecins that interferes with DNA replication by inhibiting a critical nuclear enzyme, topoisomerase I. During 1996, two compounds from the camptothecin class were approved for marketing by the FDA: Hycamptin(R) (SmithKline Beecham) for the treatment of ovarian cancer and Camptosar(R) (Pharmacia & Upjohn) for the treatment of colorectal cancer. In October 1997, the Company

announced that it had begun treating patients as part of a Phase I/II clinical trial of 9-AC. The trial, is aimed at verifying the maximum tolerated dose of 9-AC, determined by other investigators in earlier trials, and at seeking an initial indication to pursue for marketing approval. The investigational study population includes patients with any one of eight solid tumor types: non-small cell lung, colorectal, pancreatic, gastric, bladder, prostate, head and neck, or kidney. The initial protocol of the Phase I/II study, being managed at the University of Alabama, is an escalating dose safety study of 9-AC in nine patients. Once the maximum tolerated dose is confirmed, the Company expects that patients, up to a total of 14 individuals in each of the targeted tumor types, will be enrolled in Phase IIA of the study. The Company intends to involve additional centers in the Phase II portion of the trial. If the investigators see at least one response in any tumor type, additional patients with that cancer will be studied in Phase IIB of the trial to determine an estimate of the response rate for that disease. Once the investigators identify a meaningful response rate for one or more tumor types, the Company intends to choose one of those indications to take into a registration or pivotal study.

AUTOIMMUNE AND INFLAMMATORY PRODUCTS

IDEC Pharmaceuticals is developing a new class of antibodies, termed PRIMATIZED antibodies, that are of part human, part macaque monkey, origin. These antibodies are structurally similar to, and potentially indistinguishable by a patient's immune system from, human antibodies. PRIMATIZED antibodies may provide therapeutic intervention for diseases or conditions not amenable to chronic treatment with mouse-derived antibodies. The Company's objective with its PRIMATIZED antibodies is to provide therapies that can be used to control autoimmune diseases characterized by overactive immune functions. The Company has entered into research and development collaborations with SmithKline Beecham, Mitsubishi, Seikagaku and Eisai, all of which utilize the Company's PRIMATIZED technology and which target distinct, cell surface determinants or soluble mediators. See "-- Strategic Alliances."

PRIMATIZED IDEC-151 and IDEC-CE9.1. In June 1997, the Company and SmithKline Beecham announced that they had suspended further enrollment and treatment in the Phase III and supportive clinical trials of IDEC-CE9.1 (designated SB-210396 by SmithKline Beecham for its clinical development) for the treatment of rheumatoid arthritis. This decision was based on observations of lowered CD4 cell counts in a higher number of treated patients in the Phase III study compared to the rate observed in the earlier Phase II trial. While there have been no reports of side effects related to lower CD4 counts in the Phase III trial, the companies decided to place a hold on clinical trials with IDEC-CE9.1 pending a thorough review and analysis of the data. The Company expects to receive the analysis of this information in February 1998.

A blinded assessment of CD4 cell counts in the Phase III trial of IDEC-CE9.1 showed that 35 out of 103 patients completing the first month of treatment had reduced CD4 cell counts, compared to 10 of 136 measured at the same point in the Phase II trial. Five of these ten patients in Phase II had a reduction of CD4 counts for three months or longer. The duration of CD4 count reduction in the Phase III trial will be assessed as part of the ongoing follow-up. No efficacy assessment has been made to date in the Phase III trial, but an evaluation will be made for patients who have completed the initial part of the trial. The earlier Phase II study demonstrated significant clinical improvement in the signs and symptoms of rheumatoid arthritis with IDEC-CE9.1 treatment. For example, according to the American College of Rheumatology ACR-20 composite endpoint, 69%, 51% and 42% response rates were seen in the 140mg, 80mg and 40mg dose groups, respectively, versus 19% in the placebo group in this double-blinded, Phase II study.

The reason for the observed discrepancy in frequency of CD4 depletion between the Phase III trial and the earlier Phase II experience is uncertain. Potential sources of this variation, including dose and schedule changes, manufacturing changes and patient variables, will be investigated as part of a comprehensive review of preclinical and clinical data. This assessment will guide decisions regarding the further development of IDEC-CE9.1.

In addition to the IDEC-CE9.1 antibody, a second generation anti-CD4 antibody, IDEC-151 (designated SB-217969 by SmithKline Beecham for its clinical development), is currently in a Phase I/II trial for rheumatoid arthritis. This antibody is similar in its CD4 binding properties to IDEC-CE9.1, but is

engineered with a human gamma 4 constant region with reduced cell depletion potential. On December 2, 1997, the Company and SmithKline Beecham announced results of the Phase I portion of this trial for the treatment of rheumatoid arthritis. The findings in this single dose, dose-escalating, placebo-controlled, double-blinded portion of the study in 32 patients with moderate to severe rheumatoid arthritis, showed no depletion in CD4 cells, no infusion-related adverse events, and longer coating action when IDEC-151 was administered at high doses compared to the first generation PRIMATIZED antibody, IDEC-CE9.1. Longer cell-coating action may be important for enhanced clinical activity and may enable less frequent dosing as compared to IDEC-CE9.1. During the first half of 1998, the Company and SmithKline Beecham expect to determine the development courses to take with the two antibodies that they have in joint development. One possible outcome is the decision to abandon IDEC-CE9.1 in preference for IDEC-151, pending a successful outcome with the latter antibody in the ongoing multi-dose portion of the Phase I/II trial.

Humanized Anti-gp39 (IDEC-131) and PRIMATIZED Anti-gp39. In December 1995, the Company entered into a research and development collaborative agreement with Eisai. The collaboration focuses on developing humanized and PRIMATIZED antibodies against the gp39 antigen. This antigen, also referred to as the CD40 ligand, is an essential immune system trigger for B-cell activation and antibody production. Potential target indications include transplantation and antibody-mediated autoimmune diseases such as idiopathic thrombocytopenic purpura ("ITP") and SLE. The development of the Company's humanized anti-gp39 monoclonal antibody ("IDEC-131") is based on technology that the Company licensed from Dartmouth College, where researchers have shown that the binding of gp39 to its CD40 receptor on B cells is essential for proper immune system function. These researchers generated anti-gp39 antibodies that blocked this T-cell and B-cell interaction and halted disease progression in a variety of animal models of disease characterized by abnormal or unwanted immune response. Moreover, when researchers ended the animals' anti-gp39 treatments, the animals' antibody-producing capacity returned to normal levels, but their disease remained suppressed. Treatment with the anti-gp39 antibodies appeared to have reset the animals' immune systems and restored a normal immune response. Under the collaborative agreement, the Company and Eisai have agreed to develop a humanized anti-gp39 antibody and launch additional efforts to develop a second generation, PRIMATIZED anti-gp39 antibody. This effort has resulted in the identification of the humanized anti-gp39 antibody lead candidate, IDEC-131, which underwent preclinical testing, process development and manufacturing of clinical trial material in early 1997. The Company filed an IND for IDEC-131 in November 1997 and began a Phase I clinical study in SLE in February 1998.

PRIMATIZED Anti-B7. In November 1993, the Company entered into a research and development collaboration with Mitsubishi that focuses on the development of PRIMATIZED antibodies directed at a B7 determinant. This B7 determinant appears on the surface of antigen-presenting cells and is involved in the interaction of these cells with T cells in triggering a cascade of immune system responses. Antibodies directed at B7 determinants may block this cascade and, therefore, may be useful in preventing unwanted immune responses in certain inflammatory and chronic autoimmune conditions such as psoriasis, arthritis and MS. Mitsubishi has actively shared in the development process, generating animal models and participating in research with the Company. This effort has resulted in the identification of a PRIMATIZED antibody lead candidate which is undergoing preclinical testing, process development and manufacturing of clinical material.

PRIMATIZED Anti-CD23. In December 1994, the Company entered into a collaboration with Seikagaku aimed at the development of PRIMATIZED anti-CD23 antibodies for the potential treatment of allergic rhinitis, asthma and other allergic conditions. Antibodies against the CD23 receptor on certain white blood cells inhibit the production of immune system molecules called immunoglobulin class E, or IgE, which are known to trigger allergic conditions. At the same time, anti-CD23 antibodies do not affect the production of the immunoglobulins (the patient's own antibodies) responsible for granting protective immunity to infectious agents. Thus, PRIMATIZED anti-CD23 antibodies may provide a unique new approach to treating chronic illnesses such as allergic rhinitis and asthma. This effort has resulted in the identification of a PRIMATIZED antibody lead candidate which is expected to undergo preclinical testing, process development and manufacturing of clinical material during 1998.

Humanized and PRIMATIZED Anti-MIF. MIF (macrophage migration inhibitory factor) is the body's natural counter-regulatory cytokine which serves to override the anti-inflammatory activities of natural and

administered steroids. Inhibition of MIF may represent a novel approach to the management of a variety of acute and chronic inflammatory diseases, including steroid-resistant rheumatoid arthritis and asthma. In September 1997, IDEC Pharmaceuticals licensed from CNI, a privately-held biopharmaceutical company, development rights to CNI's anti-MIF antibody technology. Under the terms of the licensing and development agreement, the Company became the exclusive licensee of CNI's rights to the anti-MIF antibody technology for therapeutic and diagnostic applications. In return for these rights, the Company made a \$3.0 million preferred equity investment in CNI, which will also receive milestone payments and royalties on the sales by the Company of approved products resulting from the collaboration.

STRATEGIC ALLIANCES

The Company has entered into one or more strategic partnering arrangements for each of its principal product development programs. Through these strategic partners, the Company is funding a significant portion of its product development costs and is capitalizing on the production, development, regulatory, marketing and sales capabilities of its partners. Unless otherwise indicated, the amounts shown below as potential payments include license fees, research and development fees and, with respect to Genentech, SmithKline Beecham and Zenyaku, equity investments, but do not include potential royalties. The Company's entitlement to such payments depends on achieving milestones related to development, clinical trials results and regulatory approvals and other factors. These arrangements include:

Genentech, Inc. In March 1995, the Company and Genentech entered into a collaborative agreement for the clinical development and commercialization of the Company's anti-CD20 monoclonal antibody, Rituxan, for the treatment of B-cell non-Hodgkin's lymphomas. Concurrent with the collaborative agreement, the Company and Genentech also entered into an expression technology license agreement for a proprietary gene expression technology developed by the Company and a preferred stock purchase agreement providing for certain equity investments in the Company by Genentech. Under the terms of these agreements, the Company may receive payments totaling \$58.5 million, subject to the attainment of certain milestones, of which \$48.5 million has been recognized through December 31, 1997. In addition, the Company and Genentech are co-promoting Rituxan in the United States. Genentech retained commercialization rights throughout the rest of the world, except in Japan. Genentech has granted Hoffmann-LaRoche marketing rights outside of the United States, and Hoffmann-LaRoche has elected to market Rituximab under the trade name Mabthera. The Company and Hoffmann-LaRoche are currently discussing an arrangement for commercialization of Rituxan in Canada, but no assurance can be given that an arrangement will be found which will be satisfactory to the Company, Hoffmann-LaRoche and Genentech, which previously held co-promotion rights to Canada along with IDEC Pharmaceuticals. The Company will receive royalties on sales outside the United States and Canada. The collaborative agreement between the Company and Genentech provides two independent mechanisms by which either party may purchase or sell its rights in the co-promotion territory from/to the other party. Upon the occurrence of certain events that constitute a change of control of the Company, Genentech may elect to present an offer to the Company to purchase the Company's co-promotion rights. The Company must then accept Genentech's offer or purchase Genentech's co-promotion rights for an amount scaled (using the profit sharing ratio between the parties) to Genentech's offer. Under a second mechanism, after a specified period of commercial sales and (i) upon a certain number of years of declining co-promotion profits or (ii) if Genentech files for U.S. regulatory approval on a competitive product during a limited period of time, either party may offer to purchase the other party's co-promotion rights. The offeree may either accept the offer price or purchase the offeror's co-promotion rights at the offer price scaled to the offeror's share of co-promotion profits. See "Description of Capital Stock."

SmithKline Beecham, p.l.c. In October 1992, the Company and SmithKline Beecham entered into an exclusive worldwide collaborative research and license agreement limited to the development and commercialization of therapeutic products based on the Company's PRIMATIZED anti-CD4 antibodies. Under the terms of this agreement, the Company may receive payments in excess of \$60.0 million, subject to the attainment of certain milestones, of which \$32.6 million has been recognized through December 31, 1997. The Company will receive funding for anti-CD4 related research and development programs, as well as royalties and a share of co-promotion profits in the United States and Canada on sales of products which may

be commercialized as a result of the collaboration. At any time, SmithKline Beecham may terminate this agreement by giving the Company 30 days' written notice based on a reasonable determination that the products do not justify continued development or marketing. In connection with the collaboration, SmithKline Beecham purchased shares of the Company's Common Stock and warrants exercisable into Common Stock.

Mitsubishi Chemical Corporation. In November 1993, the Company entered into a three-year collaborative agreement with Mitsubishi for the development of a PRIMATIZED anti-B7 antibody. Under the terms of the agreement, the Company may receive payments totaling \$12.2 million to fund research of the PRIMATIZED anti-B7 antibody, subject to the attainment of certain milestones, of which \$7.2 million has been recognized through December 31, 1997. Under the agreement, the Company has granted Mitsubishi an exclusive license in Asia to make, use and sell PRIMATIZED anti-B7 antibody products. The Company will receive royalties on sales of the developed products by Mitsubishi. At any time, Mitsubishi may terminate this agreement by giving the Company 30 days' written notice based on a reasonable determination that the products do not justify continued development or marketing or based on failure to reach milestones.

Seikagaku Corporation. In December 1994, the Company and Seikagaku entered into a collaborative development agreement and a license agreement aimed at the development and commercialization of therapeutic products based on the Company's PRIMATIZED anti-CD23 antibodies. Under the terms of these agreements, Seikagaku may provide up to \$26.0 million in milestone payments and support for research and development, subject to the attainment of certain milestones, of which \$14.5 million has been recognized through December 31, 1997. Under the agreement, Seikagaku has received exclusive rights in Europe and Asia to all products emerging from the collaboration. The Company will receive royalties on eventual product sales by Seikagaku. At any time, Seikagaku may terminate this agreement by giving the Company 60 days' written notice based on a reasonable determination that the products do not justify continued development or marketing.

Eisai Co., Ltd. In December 1995, the Company and Eisai entered into a collaborative development agreement and a license agreement aimed at the development and commercialization of humanized and PRIMATIZED anti-gp39 antibodies. Under the terms of these agreements, Eisai may provide up to \$37.5 million in milestone payments and support for research and development, subject to the attainment of certain milestones and satisfaction of other criteria to be agreed upon between the parties, of which \$15.6 million has been recognized through December 31, 1997. Eisai will receive exclusive rights in Asia and Europe to develop and market resulting products emerging from the collaboration, with the Company receiving royalties on eventual product sales by Eisai. At any time, Eisai may terminate this agreement by giving the Company 60 days' written notice based on a reasonable determination that the products do not justify continued development or marketing.

Chugai Pharmaceutical Co., Ltd. In March 1996, the Company and Chugai entered into a worldwide license agreement (co-exclusive with IDEC Pharmaceuticals, Genentech and up to two additional companies) for the Company's proprietary vector technology for high expression of recombinant proteins in mammalian cells. As part of the agreement, Chugai paid an up-front licensing fee of \$4.5 million to the Company and will pay royalties on sales of Chugai products manufactured using the technology.

Boehringer Ingleheim GmbH. In December 1996, the Company and Boehringer Ingleheim GmbH ("BI") entered into a worldwide license agreement (co-exclusive with IDEC Pharmaceuticals, Genentech and up to two additional companies) for the Company's proprietary gene expression technology (its "vector technology") for high expression of recombinant proteins in mammalian cells. As part of the agreement, BI paid an up-front licensing fee of \$5.1 million to the Company and will pay royalties on sales of BI products manufactured using the technology.

Kirin Brewery Co., Ltd., Pharmaceutical Division. In December 1997, the Company and Kirin Brewery Co., Ltd., Pharmaceutical Division ("Kirin") entered into a worldwide license agreement (co-exclusive with IDEC Pharmaceuticals, Genentech and up to two additional companies) for the Company's proprietary vector technology for high expression of recombinant proteins in mammalian cells. As part of the agreement, Kirin paid an up-front licensing fee of \$6.3 million to the Company, which will be recognized in the first quarter of 1998, and will pay royalties to the Company on sales of Kirin products manufactured using the technology.

MANUFACTURING

From its inception, the Company has focused on establishing and maintaining a leadership position in cell culture techniques for antibody manufacturing. Cell culture provides a method for manufacturing of clinical and commercial grade protein products by reproducible techniques at various scales, up to many kilograms of antibody. The Company's manufacturing facility is based on the suspension culture of mammalian cells in stainless steel vessels. Suspension culture fermentation provides greater flexibility and more rapid production of the large amounts of antibodies required for pivotal trials than the bench-scale systems that were previously utilized by the Company. During 1995, the Company doubled the cell culture manufacturing capacity of its facility with the installation of a second 2,750-liter production vessel that is supported by existing upstream and downstream equipment. The Company's manufacturing facility has been approved by the FDA only for the commercial manufacture of Rituxan and may not be used for the commercial manufacture of other products. Additionally, the Company is contractually required to manufacture Rituxan to capacity through the end of 1999, and may not produce other products except in a separate small-scale manufacturing area dedicated to the manufacture of clinical materials (see "CMA" below). The Company estimates that, at full capacity, it can produce within its facility enough Rituxan to treat approximately 25,000 patients per year at the approved dosage regime. See "-- Government Regulation."

During 1997, the Company completed construction of a new clinical cell culture manufacturing area ("CMA") within the Company's Torreyana facility. The CMA should allow for the manufacture under cGMP regulations of proteins by the Company to meet its current projected Phase I and Phase II requirements, but the CMA will not allow for the clinical manufacture of the drug 9-AC.

Because the Company's capacity is committed to the manufacture of Rituxan for two years, it will not have the cell culture capacity to manufacture commercial material for the Company's IDEC-Y2B8 and In2B8 products during such period. The Company is currently accepting proposals for a qualified commercial contractor to meet the long term manufacturing demands for IDEC-Y2B8 and In2B8. In addition, as the Company does not have expertise or facilities for small molecule chemical manufacturing, the Company will need to establish a long term manufacturing arrangement for 9-AC with an appropriate contract manufacturer. IDEC's 9-AC clinical materials requirements will be met over the next two years by Pharmacia & Upjohn, as part of the product in-license agreement. Additionally, as the Company does not have fill/finish expertise, the Company will be dependent on outside contractors to meet IDEC's current and future requirements for fill/finish. See "Risk Factors -- Limited Manufacturing Experience."

During 1998, the Company plans to manufacture Rituxan at its manufacturing facility in San Diego, California. The Company anticipates that its facility in San Diego should provide sufficient production capacity to meet clinical and early commercial requirements of Rituxan. The Company is dependent upon Genentech to fill/finish and meet long-term manufacturing demands for Rituxan and SmithKline Beecham to fulfill all of the manufacturing requirements for IDEC-CE9.1 and/or IDEC-151. Genentech is currently constructing additional manufacturing capacity in part to satisfy long-term demands for Rituxan and SmithKline Beecham has constructed a larger manufacturing plant for IDEC-CE9.1 and/or IDEC-151. The Company is considering the addition of another manufacturing facility to meet its long-term requirements for additional products under development.

The Company has made its vector technology platform available for licensing to a small number of other biopharmaceutical and pharmaceutical companies. In March 1995, Genentech, one of the premier companies in recombinant DNA-based production, became the first to license the Company's gene expression technology for its own product development efforts. This technology has also been licensed to Chugai, BI and Kirin.

SALES AND MARKETING

During 1998, the Company will depend on the successful marketing and sales of Rituxan for much of its anticipated revenue. Rituxan will be marketed and sold in the United States pursuant to a co-promotion agreement with Genentech, which currently has a sales and marketing staff of approximately 50 professionals that is largely dedicated to the commercialization of Rituxan. To fulfill its duties under the co-promotion agreement, the Company has recently created a marketing staff and a sales organization of 32 professionals

with experience primarily in the oncology therapeutic category, who will be dedicated exclusively to the commercialization of Rituxan. The Company expects to add two more employees to this staff in 1998. The Company will rely heavily on Genentech to supply related marketing support services including customer service, order entry, shipping and billing, customer reimbursement assistance, managed-care sales support, medical information, and sales training. There can be no assurance that the Company's sales and marketing staff will successfully transition the Company into long-term profitability. Furthermore, there can be no assurance that Genentech will successfully perform its role in the co-promotion relationship.

Commercialization of the Company's products is expensive and time-consuming. The Company has adopted a strategy of pursuing collaborative agreements with strategic partners that provide for co-promotion of certain of the Company's products. To the extent that the Company elects to participate in co-promotion efforts in the United States or Canada, and in those instances where the Company retains exclusive marketing rights in specified territories, the Company will need to maintain and expand its sales and marketing effort in order to establish a successful direct sales capability in the targeted markets. The Company will also need to build marketing support services including customer service, order entry, shipping and billing, customer reimbursement assistance, managed-care sales support, medical information and sales training. There can be no assurance that the Company will be able to establish a successful direct sales and marketing capability in any or all targeted markets or that it will be successful in gaining market acceptance for its products. To the extent that the Company has entered or in the future enters into co-promotion or other licensing arrangements, any revenues received by the Company will be dependent on the efforts of third parties and there can be no assurance that such efforts will be successful. Failure to establish a sales capability either in the United States or outside the United States may have a material adverse effect on the Company. See "Business -- Sales and Marketing."

Outside of the United States and Canada, the Company has adopted a strategy to pursue collaborative arrangements with established pharmaceutical companies for marketing, distribution and sale of its products. There can be no assurance that any of these companies or their sublicensees will successfully market, distribute or sell the Company's products or that the Company will be able to establish and maintain successful co-promotion or distribution arrangements. See "Risk Factors -- Patents and Proprietary Rights."

PATENTS AND PROPRIETARY TECHNOLOGY

The biopharmaceutical field is characterized by a large number of patent filings. A substantial number of patents have already been issued to other biotechnology and biopharmaceutical companies. Particularly in the monoclonal antibody field, competitors may have filed applications for or have been issued patents and may obtain additional patents and proprietary rights relating to products or processes competitive with or similar to those of the Company. To date, no consistent policy has emerged regarding the breadth of claims allowed in biopharmaceutical patents. Moreover, United States and foreign country patent laws are distinct and the interpretations thereunder unique to each country. Thus, patentability, validity and infringement issues for the same technology or inventions may be resolved differently in different jurisdictions. There can be no assurance that patents do not exist in the United States or in foreign countries or that patents will not be issued that would have an adverse effect on the Company's ability to market its products. Accordingly, the Company expects that commercializing monoclonal antibody-based products may require licensing and/or cross-licensing of patents with other companies in the field. There can be no assurance that the licenses, which might be required for the Company's processes or products, would be available on commercially acceptable terms, if at all. The ability to license any such patents and the likelihood of successfully contesting the scope or validity of such patents are uncertain and the costs associated therewith may be significant. If the Company is required to acquire rights to valid and enforceable patents but cannot do so at a reasonable cost, the Company's ability to manufacture or market its products would be materially adversely affected.

IDEC Pharmaceuticals is the assignee of seven issued and 14 allowed U.S. patents, 16 U.S. patent applications and numerous corresponding foreign patent applications. Certain other patents and/or applications owned by third parties have been exclusively licensed, as in the case of anti-gp39 core technology licensed from Dartmouth College, or non-exclusively licensed by IDEC Pharmaceuticals. The Company has filed trademark applications in the United States, Canada and in certain international markets for the

trademarks "PRIMATIZED," "PROVAX," "Rituxan" and "IDEC Pharmaceuticals." "IDEC Pharmaceuticals" and "PRIMATIZED" have been registered as trademarks in the United States.

The Company has allowed and pending U.S. patent applications and pending foreign counterparts broadly directed to its pan-B antibody technology, including Rituxan, and the radioimmunoconjugates, IDEC-Y2B8 and IDEC-In2B8. The Company's radioimmunoconjugate products include a chelating agent covered by a U.S. patent that is non-exclusively sublicensed to the Company. The Company has been granted by the European Patent Office a patent covering Rituxan. Genentech, IDEC Pharmaceuticals' collaborative partner for Rituxan, has secured an exclusive license to a U.S. patent and counterpart foreign patent applications assigned to Xoma Corporation ("Xoma"), that relate to chimeric antibodies against the CD20 antigen. Genentech has granted IDEC Pharmaceuticals a non-exclusive sublicense to make, have made, use and sell certain products, including Rituxan, under such patents and patent applications. Genentech and the Company will share any royalties due to Xoma in the Genentech/IDEC Pharmaceuticals co-promotion territory.

The Company has filed for worldwide patent protection on its PRIMATIZED antibody technology. In August 1997, the Company received U.S. Patent No. 5,658,570 claiming the Company's PRIMATIZED antibodies. Three additional U.S. patents claiming the PRIMATIZED antibody technology were allowed in 1997. These patents and applications generically and specifically cover the Company's PRIMATIZED antibody technology.

PROVAX, the Company's antigen formulation, is the subject matter of two issued U.S. patents, two allowed U.S. patents, one pending U.S. application and pending foreign counterparts. In addition, U.S. and foreign patent applications have been filed on aspects of the Company's proprietary high-yield gene expression technology, including the Company's homologous recombination system. The Company has been granted U.S. Patent No. 5,648,267 and has received a notice of allowance on a U.S. patent claiming the high-yield gene expression technology. In early 1998, the Company also received a Notice of Allowance for a U.S. patent directed to its homologous recombination technology.

In late 1997, the Company received Notices of Allowance for six U.S. patents. The first is directed to a patent claiming the Company's anti-gp39 patent, IDEC-131, and the remaining five broadly claim the Company's anti-RSV antibody technology. Foreign counterparts of these allowed patents are pending.

The Company is aware of several third-party patents and patent applications that, if successfully asserted against the Company, would affect the Company's ability to make, use, offer to sell, sell and import its products. These third-party patents and, patent applications include:

(i) U.S. patent applications and foreign counterparts filed by Bristol-Myers Company that disclose antibodies to a B7 antigen;

(ii) a U.S. patent assigned to Columbia University, which the Company believes has been exclusively licensed to Biogen, related to monoclonal antibodies to the 5C8 antigen found on T cells. The Company believes the 5C8 antigen and gp39, the target for the Company's anti-gp39 antibodies and its collaboration with Eisai, may be the same protein expressed on the surface of T cells;

(iii) a number of issued patents that relate to various aspects of radioimmunotherapy of cancer and to methods of treating patients with anti-CD4 antibodies; and

(iv) three U.S. patents, assigned to Burroughs Wellcome, relating to therapeutic uses of CHO glycosylated antibodies.

The owners, or licensees of the owners, of these patents may assert that one or more of the Company's products infringe one or more claims of such patents. Specifically, if legal action is commenced against the Company to enforce any of these patents and the plaintiff in such action prevails, the Company could be prevented from practicing the subject matter claimed in such patents. In such event or under other appropriate circumstances, the Company may attempt to obtain licenses to such patents. However, no assurance can be given that any owner would license the patents to the Company, at all or on terms that would permit commercialization of the Company's products using such technology. An inability to commercialize such

products would have a material adverse effect on the Company's business, results of operations and financial condition.

If the Company is required to enforce any of its patents, such enforcement may require the use of substantial financial and human resources of the Company. The Company may also have to participate in interference proceedings if declared by the PTO to determine priority of invention, which typically take years to resolve and could also result in substantial costs to the Company. Moreover, should the Company need to defend against a patent lawsuit circumventing existing patents, substantial delays and expense in product redesign and development or significant legal expense and uncertainty in asserting non-infringement, invalidity and/or unenforceability of any patent may also result. The Company also relies upon unpatented trade secrets, and no assurance can be given that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to the Company's trade secrets or disclose such technology, or that the Company can meaningfully protect such rights.

IDEC Pharmaceuticals requires its employees, consultants, outside scientific collaborators and sponsored researchers and other advisers to execute confidentiality agreements upon the commencement of employment or consulting relationships with the Company. These agreements provide that all confidential information developed or made known to the individual during the course of the individual's relationship with IDEC Pharmaceuticals is to be kept confidential and not disclosed to third parties except in specific circumstances. In the case of employees of the Company, the agreement provides that all inventions conceived by such employees shall be the exclusive property of the Company. There can be no assurance, however, that these agreements will provide meaningful protection or adequate remedies for the Company's trade secrets in the event of unauthorized use or disclosure of such information.

COMPETITION

The development of therapeutic agents for human disease is intensely competitive. Many different approaches are being developed or have already been adopted into routine use for the management of diseases targeted by the Company. Competitive approaches to the Company's products include radioimmunotherapies and antibody-drug and antibody-toxin conjugates for cancers, and chemotherapeutic agents and various immunologically based agents for cancers and autoimmune disorders. Ultimately, the Company believes that its products will be competitive or complementary to existing products and other products still in development. In some cases, the Company's products may be used along with other agents in "combination therapies."

Many of the Company's existing or potential competitors have substantially greater financial, technical and human resources than the Company and may be better equipped to develop, manufacture and market products. In addition, many of these companies have extensive experience in preclinical testing and human clinical trials. These companies may develop and introduce products and processes competitive with or superior to those of the Company. The Company is aware that certain other companies are in the process of clinical testing of potentially competitive biotechnology-based products. If approved for the same indications for which the Company is developing products, such products may make it more difficult for the Company to obtain approval of its own products or reduce the potential market shares for the Company's products.

The Company's competition will be determined in part by the potential indications for which the Company's antibodies are developed and ultimately approved by regulatory authorities. For certain of the Company's potential products, an important factor in competition may be the timing of market introduction versus that of competitive products. Accordingly, the relative speed with which the Company develops its products, completes the required approval processes and generates and markets commercial product quantities are expected to be important competitive factors. The Company expects that competition among products approved for sale will be based, among other factors, on product activity, safety, reliability, availability, price, patent position and new usage and purchasing patterns established by managed care and other group purchasing organizations.

The Company's competitive position also depends upon its ability to attract and retain qualified personnel, obtain patent protection or otherwise develop proprietary products or processes, secure sufficient capital resources to complete product development and regulatory processes, to build a marketing and sales

organization, and to build or obtain large-scale manufacturing facilities, if required, beyond its facility in San Diego.

GOVERNMENT REGULATION

The testing, manufacturing, labeling, advertising, promotion, export and marketing, among other things, of the Company's product and proposed products are subject to extensive regulation by governmental authorities in the United States and other countries. In the United States, pharmaceutical products are regulated by the FDA under the Federal Food, Drug, and Cosmetic Act and other laws, including, in the case of biologics, the Public Health Service Act. At the present time, with the exception of 9-AC, the Company believes that its products will be regulated by the FDA as biologics. Biologics require the submission of a BLA and approval by the FDA prior to being marketed in the United States. 9-AC, which the Company believes will be regulated by the FDA as a drug, will require the submission of an NDA and approval by the FDA prior to being marketed in the United States. The regulatory approval process for an NDA is similar to the approval process for a BLA. Manufacturers of biologics and drugs may also be subject to state regulation.

The steps required before a product may be approved for marketing in the United States generally include (i) preclinical laboratory tests and animal tests, (ii) the submission to the FDA of an IND for human clinical testing, which must become effective before human clinical trials may commence, (iii) adequate and well-controlled human clinical trials to establish the safety and efficacy of the product, (iv) the submission to the FDA of a BLA or NDA, (v) FDA review of the the BLA or NDA, and (vi) satisfactory completion of an FDA inspection of the manufacturing facility or facilities at which the product is made to assess compliance with cGMP. The testing and approval process requires substantial time, effort, and financial resources and there can be no assurance that any approval will be granted on a timely basis, if at all.

Preclinical tests include laboratory evaluation of the product, as well as animal studies to assess the potential safety and efficacy of the product. The results of the preclinical tests, together with manufacturing information and analytical data, are submitted to the FDA as part of an IND, which must become effective before human clinical trials may be commenced. The IND will automatically become effective 30 days after receipt by the FDA, unless the FDA before that time raises concerns or questions about the conduct of the trials as outlined in the IND. In such a case, the IND sponsor and the FDA must resolve any outstanding concerns before clinical trials can proceed. There can be no assurance that submission of an IND will result in FDA authorization to commence clinical trials.

Clinical trials involve the administration of the investigational product to healthy volunteers or patients under the supervision of qualified principal investigators. Further, each clinical study must be reviewed and approved by an independent Institutional Review Board.

Clinical trials typically are conducted in three sequential phases, but the phases may overlap. In Phase I, the initial introduction of the drug into human subjects, the drug is usually tested for safety (adverse effects), dosage tolerance, absorption, metabolism, distribution, excretion and pharmacodynamics. Phase II usually involves studies in a limited patient population to (i) evaluate preliminarily the efficacy of the drug for specific, targeted indications, (ii) determine dosage tolerance and optimal dosage and (iii) identify possible adverse effects and safety risks. Phase III trials generally further evaluate clinical efficacy and test further for safety within an expanded patient population.

In the case of products for severe or life-threatening diseases, the initial human testing is sometimes done in patients rather than in healthy volunteers. Since these patients are already afflicted with the target disease, it is possible that such studies may provide evidence of efficacy traditionally obtained in Phase II trials. These trials are frequently referred to as "Phase I/II" trials. There can be no assurance that Phase I, Phase II or Phase III testing will be completed successfully within any specific time period, if at all, with respect to any of the Company's product candidates. Furthermore, the FDA may suspend clinical trials at any time on various grounds, including a finding that the subjects or patients are being exposed to an unacceptable health risk.

The results of the preclinical studies and clinical studies, together with detailed information on the manufacture and composition of the product, are submitted to the FDA in the form of a BLA or NDA

requesting approval to market the product. Before approving a BLA or NDA, the FDA will inspect the facilities at which the product is manufactured, and will not approve the product unless cGMP compliance is satisfactory. The FDA may deny a BLA or NDA if applicable regulatory criteria are not satisfied, require additional testing or information, and/or require postmarketing testing and surveillance to monitor the safety or efficacy of a product. There can be no assurance that FDA approval of any BLA or NDA submitted by the Company will be granted on a timely basis or at all. Also, if regulatory approval of a product is granted, such approval may entail limitations on the indicated uses for which it may be marketed.

As a general matter, data regarding, for example, partial tumor shrinkage, can be developed in less time than survival data or recurrence data in clinical trials of cancer therapies. In 1996, the FDA adopted a policy under which BLAs or NDAs for cancer therapies may be submitted and considered for approval on the basis of data from clinical trials showing, for example, partial tumor shrinkage. Additionally, in November 1997, the Federal Food, Drug, and Cosmetic Act was amended to codify certain FDA programs intended to expedite approval of new drugs and biologics for the treatment of serious and life-threatening diseases (the "FDCA Amendment"). In the past, the FDA has deemed cancer a serious and life-threatening disease. It may therefore be possible under the statutory amendments and the FDA's policy to submit a BLA or NDA for cancer therapies on the basis of, for example, partial tumor shrinkage earlier than for certain other types of drugs or biologics. There can be no assurance, however, that the statutory amendments and the FDA's policy will be deemed to apply to IDEC-Y2B8, 9-AC or any of the Company's other products, or that, if applicable, the approval process will, in fact, be accelerated. Moreover, the accelerated approval process does not necessarily increase the likelihood that any of the Company's product candidates will be approved by the FDA.

Additionally, the FDCA Amendment clarified that the FDA may, in certain circumstances, approve a new drug or biologic on the basis of data from one clinical study together with confirmatory scientific evidence obtained before or after approval, rather than on the basis of data from two or more clinical studies, as is ordinarily the case. It may therefore be possible, with the FDA's concurrence, to submit a BLA or NDA for FDA approval on the basis of data from one clinical study. There can be no assurance, however, that the FDA will apply the statutory amendment to any BLA or NDA for IDEC-Y2B8, 9-AC or any of the Company's other products, or that the FDA would approve such a BLA or NDA.

Both before and after approval is obtained, violations of regulatory requirements, including the preclinical and clinical testing process, the BLA or NDA review process, or thereafter (including after approval) may result in various adverse consequences, including the FDA's delay in approving or refusal to approve a product, withdrawal of an approved product from the market, and/or the imposition of criminal penalties against the manufacturer and/or BLA or NDA holder. For example, BLA and NDA holders are required to report certain adverse reactions to the FDA, and to comply with certain requirements concerning advertising and promotional labeling for their products. Also, quality control and manufacturing procedures must continue to conform to cGMP regulations after approval, and the FDA periodically inspects manufacturing facilities to assess compliance with cGMP. Accordingly, manufacturers must continue to expend time, monies and effort in the area of production and quality control to maintain cGMP compliance. In addition, discovery of problems may result in restrictions on a product, manufacturer or BLA or NDA holder, including withdrawal of the product from the market. Also, new government requirements may be established that could delay or prevent regulatory approval of the Company's products under development.

The Company will also be subject to a variety of foreign regulations governing clinical trials and sales of its products. Whether or not FDA approval has been obtained, approval of a product by the comparable regulatory authorities of foreign countries must be obtained prior to the commencement of marketing of the product in those countries. The approval process varies from country to country and the time may be longer or shorter than that required for FDA approval. At least initially, the Company intends, to the extent possible, to rely on foreign licensees to obtain regulatory approval for marketing its products in foreign countries.

Orphan Drug Designation. Under the Orphan Drug Act, the FDA may grant orphan drug designation to drugs intended to treat a "rare disease or condition," which generally is a disease or condition that affects fewer than 200,000 individuals in the United States. Orphan drug designation must be requested before

submitting a BLA or NDA. After the FDA grants orphan drug designation, the generic identity of the therapeutic agent and its potential orphan use are publicly disclosed by the FDA. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. If a product which has an orphan drug designation subsequently receives FDA approval for the indication for which it has such designation, the product is entitled to orphan exclusivity, i.e., the FDA may not approve any other applications to market the same drug for the same indication, except in certain very limited circumstances, for a period of seven years.

In 1994, the Company obtained orphan drug designation for Rituxan, IDEC-Y2B8 and IDEC-In2B8 from the FDA to treat certain B-cell non-Hodgkin's lymphomas (as defined on page 3). In connection with its approval by the FDA, Rituxan has received orphan drug exclusivity in the United States. However, there can be no assurance that IDEC-Y2B8 or IDEC-In2B8 will receive orphan drug exclusivity for the B-cell non-Hodgkin's lymphoma indication, and it is possible that competitors of the Company could obtain approval, and attendant orphan drug exclusivity, for IDEC-Y2B8 or IDEC-In2B8 for the B-cell non-Hodgkin's lymphoma indication, thus precluding the Company from marketing IDEC-Y2B8 or IDEC-In2B8 for that indication in the United States. In addition, even if the Company does obtain orphan exclusivity for any of its compounds for B-cell non-Hodgkin's lymphoma, there can be no assurance that competitors will not receive approval of other, different drugs or biologics for B-cell non-Hodgkin's lymphoma. Although obtaining FDA approval to market a product with orphan drug exclusivity can be advantageous, there can be no assurance that the scope of protection or the level of marketing exclusivity that is currently afforded by orphan drug designation will remain in effect in the future.

PHARMACEUTICAL PRICING AND REIMBURSEMENT

The future revenues and profitability of biopharmaceutical companies as well as the availability of capital may be affected by the continuing efforts of government and third party payors to contain or reduce costs of health care through various means. In the United States, there have been, and the Company expects that there will continue to be, a number of federal and state proposals to implement governmental control on pharmaceutical pricing. While the Company cannot predict whether any such legislative or regulatory proposals will be adopted, the adoption of such proposals could have a material adverse effect on the Company's business, financial condition or prospects. In addition, the Company's ability to commercialize its products successfully will depend in part on the extent which appropriate reimbursement levels for the cost of such products and related treatment are obtained from governmental authorities, private health insurers and other organizations, such as HMOs. Third party payors are increasingly challenging the prices charged for medical products and services. Also, the trend toward managed health care in the United States and the concurrent growth of organizations such as HMOs, which could control or significantly influence the purchase of health care services and products, as well as legislative proposals to reform health care or reduce government insurance programs may all result in lower prices for the Company's products. The cost containment measures that health care payors and providers are instituting and the effect of any health care reform could adversely affect the Company's ability to sell its products and may have a material adverse effect on the Company.

EMPLOYEES

As of December 31, 1997, the Company employed 339 persons. The Company has 128 employees in research and development and 139 in manufacturing. In addition, the Company retains approximately 100 independent contractors. None of the Company's employees are represented by a labor union or bound by a collective bargaining agreement. Management believes that its overall relations with its employees are good.

ENVIRONMENTAL REGULATION

The Company's business involves the controlled use of hazardous materials, chemicals and various radioactive compounds. Although the Company believes that its safety procedures for handling and disposing of such materials comply with the standards prescribed by state and federal regulations, the risk of accidental contamination or injury from these materials cannot be completely eliminated. In the event of such an accident, the Company could be held liable for any damages that result and any such liability could exceed the resources of the Company. The Company may incur substantial cost to comply with environmental regulations. The Company anticipates no material capital expenditures to be incurred for environmental compliance in fiscal year 1998. In addition, disposal of radioactive materials used by the Company in its research efforts may only be made at approved facilities. Approval of a site in California has been delayed indefinitely. The Company currently stores such radioactive materials on site.

MANAGEMENT

Certain information about the Company's executive officers and directors as of January 31, 1998 is set forth below:

NAME	AGE	TITLE
William H. Rastetter, Ph.D.....	49	President, Chief Executive Officer and Chairman of the Board of Directors
Antonio J. Grillo-Lopez, M.D.....	58	Senior Vice President, Medical and Regulatory Affairs
Nabil Hanna, Ph.D.....	54	Senior Vice President, Research and Preclinical Development
William R. Rohn.....	54	Senior Vice President, Commercial Operations
Christopher J. Burman.....	48	Senior Vice President, Manufacturing and Process Sciences
John Geigert, Ph.D.....	50	Vice President, Quality
Connie L. Matsui.....	44	Vice President, Planning and Resource Development
Phillip M. Schneider.....	41	Vice President and Chief Financial Officer
Kenneth J. Woolcott.....	39	Vice President, Secretary, General Counsel and Licensing Executive
Charles C. Edwards, M.D.....	74	Director
Alan Burnett Glassberg.....	60	Director
John Groom.....	59	Director
Kazuhiro Hashimoto.....	57	Director
Franklin P. Johnson, Jr.....	69	Director
Robert W. Pangia.....	46	Director
Bruce R. Ross.....	56	Director
The Honorable Lynn Schenk.....	53	Director
William D. Young.....	53	Director

DR. RASTETTER was appointed Chairman of the Board of Directors of the Company on May 22, 1996. He has served as President and Chief Executive Officer of the Company since December 1986 and Chief Financial Officer from 1988 to 1993. Dr. Rastetter has served as a Director of the Company since 1986. From 1984 to 1986, he was Director of Corporate Ventures at Genentech. From 1982 to 1984, Dr. Rastetter served in a scientific capacity at Genentech, directing the Biocatalysis and Chemical Sciences groups. From 1975 to 1982, he held various faculty positions at the Massachusetts Institute of Technology. Dr. Rastetter received his Ph.D. in chemistry from Harvard University in 1975.

DR. GRILLO-LOPEZ joined the Company as Vice President, Medical and Regulatory Affairs in November 1992 from Du Pont Merck Pharmaceutical Company ("Du Pont Merck"). In January 1996, he was promoted to Senior Vice President, Medical and Regulatory Affairs. He was employed by Du Pont Merck from 1987 to 1992, where he most recently was Executive Medical Director for International Clinical Research and Development and previously held various clinical and medical director positions at Du Pont Merck. From 1980 to 1987, Dr. Grillo-Lopez was a Vice President in charge of clinical therapeutics and Director of Clinical Oncology Research at Warner Lambert Company's Parke Davis Pharmaceutical Research Division. He trained as a hematologist and oncologist at the University of Puerto Rico School of Medicine, San Juan, where he received his M.D. and subsequently held faculty appointments. He has been an adjunct associate professor in the Department of Medicine (Hematology and Medical Oncology) at the University of Michigan Medical School, was a founder of the Puerto Rico Society of Hematology and the Latin American Society of Hematology, and is a fellow of the International Society of Hematology and the Royal Society of Medicine (London).

DR. HANNA joined the Company in February 1990 as Vice President, Research and Preclinical Development. In 1993, Dr. Hanna was promoted to Senior Vice President, Research and Preclinical Development. From 1981 to 1990, Dr. Hanna served as Associate Director and then Director of the

Department of Immunology at SmithKline Beecham focusing on autoimmune and chronic inflammatory diseases. From 1978 to 1981, he was a research scientist at the NCI-Frederick Cancer Research Center, where he studied the role of immune system cells in host defenses against cancer. From 1973 to 1978, Dr. Hanna was a lecturer in the Department of Immunology at the Hebrew University Medical School in Israel, where he received his Ph.D. in immunology. Pursuant to the Company's agreement with CNI, Dr. Hanna is a director of CNI.

MR. ROHN joined the Company in August 1993 as Senior Vice President, Commercial and Corporate Development. Prior to joining the Company, Mr. Rohn was employed by Adria Laboratories ("Adria"), from 1984 until August 1993, most recently as Senior Vice President of Sales and Marketing with responsibilities for strategic and commercial partnerships as well as all sales and marketing functions in the United States. Prior to Adria, Mr. Rohn held marketing and sales management positions at Abbott Laboratories, Warren-Teed Pharmaceuticals, Miles Laboratories and Mead Johnson Laboratories. Mr. Rohn received a B.A. in Marketing from Michigan State University.

MR. BURMAN joined the Company in May 1992 as Vice President, Manufacturing Sciences and has served as Senior Vice President, Manufacturing and Process Sciences since December 1997. He previously served from 1989 to 1992 as Director of Manufacturing Technology at Life Sciences International. From 1985 to 1989, he was t-PA Operations and Technical Services Manager at Genentech, where he was responsible for the start-up of the t-PA manufacturing facility and commercial-scale manufacturing operations. From 1967 to 1985, he held a series of positions at Wellcome Biotech Ltd., culminating in responsibility for worldwide cell culture manufacturing operations. Mr. Burman holds a B.Sc. with honors in Applied Biology from the Council for National Academic Awards in the United Kingdom. He also holds graduate qualifications in Industrial Microbiology.

DR. GEIGERT joined the Company in May 1996 as Vice President, Quality. He previously served from 1991 to May 1996 as Vice President, Quality Control at Immunex Corporation, a biotechnology company. From 1973 to 1991, he was employed by Cetus Corporation where he served most recently as Director of Quality Control and Product Evaluation. Dr. Geigert holds a B.S. degree in chemistry from Washington State University and a Ph.D. in organic chemistry/analytical chemistry from Colorado State University.

MS. MATSUI joined the Company in November 1992 as Senior Director, Planning and Resource Development with primary responsibility for strategic planning and human resources. In December 1994, Ms. Matsui was promoted to Vice President, Planning and Resource Development. Ms. Matsui's current responsibilities include investor relations, corporate communications, human resources, project management and strategic planning. As a consultant during 1992, Ms. Matsui assisted in the planning and implementation of the Company's unification from sites in Northern and Southern California to its present site in San Diego. From 1977 to 1991, she served in a variety of marketing and general management positions at Wells Fargo Bank including Vice President and Manager responsible for Consumer Retirement Programs and Vice President and Manager in charge of company-wide Employee Relations and Communications. Ms. Matsui received her B.A. and M.B.A. from Stanford University.

MR. SCHNEIDER joined the Company in February 1987 as Director, Finance and Administration and served as Senior Director, Finance and Administration from 1990 to 1991. In 1991, he became Vice President, Finance and Administration and in 1996 he was appointed Vice President and Chief Financial Officer. From 1984 to 1987, Mr. Schneider served as the Manager of Financial Reporting and as a Senior Analyst for Syntex Laboratories. He received a B.S. in biochemistry from University of California, Davis, received his M.B.A. at the University of Southern California and earned his C.P.A. qualifications while working for KPMG Peat Marwick LLP as a Senior Accountant.

MR. WOOLCOTT joined the Company in March 1989 as Intellectual Property Counsel. In 1990, he became Intellectual Property and Licensing Counsel. Mr. Woolcott was promoted to Deputy General Counsel in 1991 and General Counsel in 1992. In 1993, Mr. Woolcott was appointed Secretary of the Company. In 1994, he was promoted to Vice President, Secretary, General Counsel & Licensing Executive. From 1985 to 1987, he served as Patent Counsel and Associate Counsel at Hybritech, Inc. From 1987 to 1989, he was engaged in the private practice of law in Seattle, Washington. Mr. Woolcott received a B.S. in biochemistry from Pacific Lutheran University and his J.D. from George Washington University.

DR. EDWARDS is the retired President and Chief Executive Officer of Scripps Institution of Medicine and Science (the "Institute"). Dr. Edwards joined the Institution in 1991 and retired in 1994. Dr. Edwards served as the President and Chief Executive Officer of Scripps Clinic and Research Foundation from 1977 to 1991. Previously, Dr. Edwards held a number of positions with private, public and governmental entities including Commissioner of the FDA and several positions with the American Medical Association. Dr. Edwards is director of three other publicly traded companies, Bergen Brunswig Corporation, Molecular Biosystems, Inc. and Northern Trust of California. He received his B.S., M.D. and Honorary Degree, Doctor of Science from the University of Colorado and received his M.S. in Surgery from the University of Minnesota. Dr. Edwards has served as a Director of the Company since May 1995.

DR. GLASSBERG is Associate Director of Clinical Care and Director of General Oncology at the University of California San Francisco Cancer Center, and also serves as Director of Hematology and Medical Oncology at Mount Zion Medical Center in San Francisco, California. Dr. Glassberg has been associated with the University of California, San Francisco since 1970 and is currently a Clinical Professor of Medicine. He received his M.D. from the Medical University of South Carolina in Charleston. Dr. Glassberg has served as a Director of the Company since February 1997.

MR. GROOM has been President, Chief Executive Officer, and a Director of Elan Corporation plc, a public company registered in Ireland, since July 1996. Mr. Groom served as the President and Chief Executive Officer of Athena Neurosciences, Inc., a biotechnology company ("Athena"), from 1987 to June 1996 prior to Athena's acquisition by Elan Corporation. From 1960 to 1985, Mr. Groom was employed by Smith Kline & French Laboratories ("SK&F"), the pharmaceutical division of the former SmithKline Beckman Corporation. He held a number of positions at SK&F, including: President of SK&F International from 1980 to 1985. Mr. Groom has served as Chairman of the International Section of the Pharmaceutical Manufacturers Association. He serves as a Director of Ligand Pharmaceuticals Incorporated and as a public trustee to the Research Foundation of the American Academy of Neurology. Mr. Groom is a Fellow of the Association of Certified Accountants (U.K.) and has served as a Director of the Company since September 1992.

MR. HASHIMOTO has been, since 1981, Director of Research and Development of Zenyaku, a private pharmaceutical company in Tokyo, Japan, and an investor in the Company. Mr. Hashimoto was promoted to President of Zenyaku in July 1994. He has served on Zenyaku's board of directors since 1977, is a director of two privately held companies and sits on the Board of Trustees of Tamagawa Gakuen University. Mr. Hashimoto has served as a Director of the Company since July 1991.

MR. JOHNSON has been, since 1967, the general partner of Asset Management Partners, an investor in the Company. Mr. Johnson is also Chairman of the Board of Book and Babbage, Inc., and a director of Amgen, Inc., Applied Microcircuit Corporation and three privately held companies. Mr. Johnson has served as a Director of the Company since 1986.

MR. PANGIA has worked in investment banking for 20 years and is currently self-employed in that capacity. Most recently, he served as Executive Vice President and Director of Investment Banking for PaineWebber Incorporated of New York ("PaineWebber"). He held other various senior management positions at PaineWebber including member of the board of directors of PaineWebber, Inc., Chairman of the board of directors of PaineWebber Properties, Inc., member of PaineWebber's executive and operating committees, chairman of the equity commitment committee and member of the debt commitment committee. Prior to his positions at PaineWebber, Mr. Pangia held other senior positions including Managing Director in Investment Banking for Drexel Burnham Lambert of New York and Vice President of Investment Banking for Kidder, Peabody & Co. of New York. Mr. Pangia has served as a Director of the Company since September 1997.

MR. ROSS is currently President of Cancer Rx, a health care consulting firm. Immediately prior to launching Cancer Rx, Mr. Ross was Chief Executive Officer of the National Comprehensive Cancer Network, an association of fifteen of the largest cancer centers in the United States. He previously held senior management positions, during a 27-year career, at Bristol-Myers Squibb, including Senior Vice President, Policy, Planning and Development, Bristol-Myers Squibb Pharmaceutical Group and President, Bristol-Myers

Squibb U.S. Pharmaceutical Group. Mr. Ross currently serves as a director for Fox Chase Cancer Center and Sugen, Inc. He received his B.S. from Syracuse University and later was a Bristol-Myers Scholar at the Yale School of Organization and Management. Mr. Ross has served as a Director of the Company since July 1997.

MS. SCHENK is currently an attorney in private practice and previously served as the U.S. Congresswoman for the 49th District of the State of California from 1993 to 1995. She worked as an attorney in private practice from 1983 to 1993 and served as the California Secretary of Business, Transportation and Housing from 1980 to 1983. Ms. Schenk is also a director of Cal Fed Bank. She received her B.A. in Political Science from the University of California at Los Angeles, earned her J.D. from the University of San Diego and attended the London School of Economics. Ms. Schenk has served as a Director of the Company since May 1995.

MR. YOUNG is currently Chief Operating Officer of Genentech. Mr. Young joined Genentech in 1980 as Director of Manufacturing and Process Sciences and became Vice President in 1983. He was promoted to Senior Vice President in 1989 where he was responsible for Process Sciences, Manufacturing, Engineering, Quality, Regulatory Affairs, Product Development and Pharmacological Sciences. In 1986, Mr. Young was promoted to Executive Vice President. He became Chief Operating Officer in 1997, taking on the additional responsibilities Medical Affairs and Business Development and Sales and Marketing. Prior to joining Genentech, Mr. Young was with Eli Lilly & Co., where he held several positions in pharmaceutical engineering, antibiotic process development and manufacturing management. Mr. Young holds a B.S. in Chemical Engineering from Purdue University and an M.B.A. from Indiana University. He was elected to the National Academy of Engineering in 1993 for his contributions to biotechnology. Mr. Young is also a director of Energy Biosystems, Inc. Mr. Young has served as a Director of the Company since May 1997.

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information known to the Company with respect to the beneficial ownership of the Company's Common Stock as of January 31, 1998, by (i) all persons who are beneficial owners of five percent or more of the Company's Common Stock, (ii) each director; (iii) certain executive officers and (iv) all current directors and executive officers of the Company as a group.

NAME AND ADDRESS OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED	PERCENTAGE OF SHARES BENEFICIALLY OWNED(1)	
		BEFORE OFFERING	AFTER OFFERING
Genentech, Inc. (2)..... One DNA Way South San Francisco, California 94080	1,490,793	7.1%	6.4%
American Century Investment Management, Inc..... 4500 Main Street, 15th Floor Kansas City, MO 64111	1,418,800	7.2%	6.6%
Oracle Partners, L.P..... 712 Fifth Avenue, 45 Floor New York, New York 10019	1,250,000	6.4%	5.8%
Dean Witter InterCapital Inc. (3)..... Two World Trade Center, 71st Floor New York, NY 10048	1,048,000	5.3%	4.8%
Charles C. Edwards, M.D. (4).....	33,500	*	*
John Geigert, Ph.D.(5).....	28,224	*	*
Alan B. Glassberg, M.D. (6).....	22,500	*	*
Antonio J. Grillo-Lopez, M.D. (7).....	171,946	*	*
John Groom (8).....	42,500	*	*
Nabil Hanna, Ph.D. (9).....	293,507	1.5%	1.3%
Kazuhiro Hashimoto (10).....	691,667	3.5%	3.2%
Franklin P. Johnson, Jr. (11).....	81,737	*	*
Robert W. Pangia (12).....	18,500	*	*
William H. Rastetter, Ph.D. (13).....	513,371	2.6%	2.3%
William R. Rohn (14).....	173,491	*	*
Bruce R. Ross (15).....	17,500	*	*
The Honorable Lynn Schenk (16).....	34,500	*	*
William D. Young (17).....	1,490,793	7.1%	6.4%
All directors and executive officers as a group (18 persons) (3 through 18).....	4,177,141	18.3%	16.8%

* Less than 1%.

(1) Percentage of beneficial ownership is calculated assuming 19,630,694 shares of Common Stock were outstanding on January 31, 1998. Beneficial ownership is determined in accordance with the rules of the Commission and generally includes voting or investment power with respect to securities. Shares of Common Stock subject to options and warrants currently exercisable or exercisable within 60 days after January 31, 1998, as well as Nonvoting Convertible Preferred Stock, are deemed outstanding for computing the percentage of the person holding such options but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

(2) Includes Nonvoting Convertible Preferred Stock convertible into 1,490,793 shares held by Genentech. Mr. Young, a director of the Company, disclaims beneficial ownership of the Nonvoting Convertible Preferred Stock held by Genentech. See "Description of Capital Stock -- Preferred Stock."

- (3) Dean Witter InterCapital Inc. is a wholly-owned subsidiary of Morgan Stanley, Dean Witter, Discover & Co., an affiliate of one of the Underwriters of this offering.
- (4) Includes options to purchase 32,500 shares held by Dr. Edwards.
- (5) Includes options to purchase 27,968 shares held by Dr. Geigert.
- (6) Includes options to purchase 22,500 shares held by Dr. Glassberg.
- (7) Includes options to purchase 161,998 shares held by Dr. Grillo-Lopez.
- (8) Includes options to purchase 42,500 shares held by Mr. Groom.
- (9) Includes options to purchase 281,095 shares held by Dr. Hanna.
- (10) Includes 666,667 shares held by Zenyaku. Mr. Hashimoto, a director of the Company, disclaims beneficial ownership of such shares. Includes options to purchase 25,000 shares held by Mr. Hashimoto.
- (11) Includes 34,303 shares beneficially owned by Asset Management Partners. Mr. Johnson, a director of the Company, is the General Partner of Asset Management Partners. Mr. Johnson disclaims beneficial ownership of such shares except to the extent of his pecuniary interest arising from his interest in Asset Management Partners. Includes options to purchase 25,000 shares held by Mr. Johnson.
- (12) Includes options to purchase 18,500 shares held by Mr. Pangia.
- (13) Includes options to purchase 415,719 shares held by Dr. Rastetter.
- (14) Includes options to purchase 146,266 shares held by Mr. Rohn.
- (15) Includes options to purchase 17,500 shares held by Mr. Ross.
- (16) Includes options to purchase 32,500 shares held by Ms. Schenk.
- (17) Includes Nonvoting Convertible Preferred Stock convertible into approximately 1,490,793 shares held by Genentech. Mr. Young, a director of the Company, disclaims beneficial ownership of the Nonvoting Convertible Stock held by Genentech.
- (18) Includes options to purchase 1,699,280 shares and Nonvoting Convertible Preferred Stock convertible into 1,490,793 shares of Common Stock.

DESCRIPTION OF CAPITAL STOCK

The authorized capital stock of the Company consists of 50,000,000 shares of Common Stock and 8,000,000 shares of Preferred Stock.

COMMON STOCK

As of January 31, 1998, there were 19,630,694 shares of Common Stock outstanding. See "Capitalization." The stock is held by 429 stockholders of record. There will be 21,630,694 shares of Common Stock outstanding after giving effect to the sale of the shares of Common Stock offered hereby (assuming no exercise of the Underwriters' over-allotment option). The holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Subject to preferential rights with respect to any outstanding Preferred Stock, holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor. In the event of a liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to share ratably in all assets remaining after payment of liabilities and satisfaction of preemptive rights. The Common Stock has no conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the Common Stock. The outstanding shares of Common Stock are, and the Common Stock to be outstanding upon completion of the offering will be, fully paid and nonassessable.

PREFERRED STOCK

As of January 31, 1998, there were 227,514 shares of Preferred Stock outstanding. Pursuant to the Company's Certificate of Incorporation, the Board of Directors is authorized to issue up to an aggregate of 8,000,000 shares of Preferred Stock in one or more series and to fix the rights, preferences, privileges and restrictions, including the dividend rights, conversion rights, voting rights, rights and terms of redemption, redemption price or prices, liquidation preferences and the number of shares constituting any series or the designations of such series, without any further vote or action by the stockholders. The issuance of Preferred Stock in certain circumstances may have the effect of delaying, deferring, or preventing a change in control of the Company without further actions of the stockholders. The issuance of Preferred Stock with voting and conversion rights may adversely affect the voting power of the holders of Common Stock, including the loss of voting control to others.

The Company issued 100,000 shares of its Series A-1 Nonvoting Convertible Preferred Stock ("Series A-1 Preferred Stock") in April 1995, 37,521 shares of its Series A-2 Nonvoting Convertible Preferred Stock ("Series A-2 Preferred Stock") in August 1995 and 22,993 shares of its Series A-3 Nonvoting Convertible Preferred Stock ("Series A-3 Preferred Stock") in March 1996, to Genentech pursuant to the terms of a preferred stock purchase agreement. Each share of Series A-1, A-2 and A-3 Preferred Stock is convertible at any time into 10 shares of Common Stock. In December 1997 and January 1998, Genentech converted 15,500 shares and 17,500 shares of Series A-1 Preferred Stock, respectively, into 330,000 shares of the Company's Common Stock.

In May 1996, the Company issued 100,000 shares of its Series A-6 Nonvoting Convertible Preferred Stock ("Series A-6 Preferred Stock") to Genentech pursuant to the terms of a preferred stock purchase agreement. Each share of Series A-6 Preferred Stock is convertible into approximately 2.16 shares of Common Stock.

OPTIONS

As of January 31, 1998, options to purchase 3,705,119 and 197,500 shares of Common Stock were outstanding under its 1988 Employee Stock Option Plan and its 1993 Non-Employee Directors Stock Option Plan, respectively, 2,336,477 of which were exercisable in total on that date.

In September 1997, the Company entered into an agreement with a financial institution under which the Company purchased in a private transaction a capped call option, exercisable only at maturity, representing the Company's right to purchase from the financial institution up to 600,000 shares of the Company's

Common Stock. The Company has the right to settle the capped call option by receiving cash or stock. The capped call option which the Company purchased is expected to be settled, if exercised, with cash paid to the Company in an amount equal to the difference between the strike price and the market price, subject to caps which will limit the total amount of cash the Company could receive.

Simultaneously, the Company sold to the same financial institution a call option, exercisable only at maturity, entitling the financial institution to purchase from the Company up to 900,000 shares of the Company's Common Stock at a certain strike price per share. The Company has the right to settle the call option with cash or stock and, if exercised, the Company expects to settle the call option by issuing up to 900,000 shares of the Company's Common Stock to the financial institution. The financial institution has advised the Company that it has engaged, and may continue to engage, in transactions, including buying and selling shares of the Company's Common Stock, to offset its risk relating to the call option, which could affect the market price of the Company's Common Stock.

STOCKHOLDER RIGHTS AGREEMENT

In July 1997, the Company's Board of Directors declared a dividend of one preferred stock purchase right ("Right") for each outstanding share of the Company's Common Stock. Each Right represents the right to purchase one one-thousandth of a share of Series X Junior Participating Preferred Stock at an exercise price of \$200, subject to adjustment, and will be exercisable only if a person or group acquires 15% or more of the Company's Common Stock or announces a tender offer for 15% or more of the Company's Common Stock. If a person acquires 15% or more of Company's Common Stock all Rightsholders, except the acquiring person, will be entitled to buy shares of the Company's Common Stock at a discount. Each Series X Junior Participating Preferred Share will be entitled to an aggregate dividend of 1,000 times the dividend declared per share of Common Stock. The Board of Directors may terminate the Rights Plan at any time or redeem the Rights at \$.001 per Right, prior to the time a person acquires more than 15% of the Company's common stock. The Rights will expire in July 2007.

REGISTRATION RIGHTS

Under the terms of the 1992 Amended and Restated Registration Rights Agreement among the Company and the holders of the securities registrable thereunder (the "1992 Registrable Securities"), if the Company proposes to register any of its securities under the Act, either for its own account or for the account of other security holders exercising registration rights, such holders are entitled to notice of such registration and are entitled to include 1992 Registrable Securities therein. These rights are subject to certain conditions and limitations, among them the right of the underwriters of an offering subject to the registration to limit the number of shares included in such registration. Following this offering, the holders of approximately 666,667 shares of Common Stock, or their transferees, will be entitled to certain rights with respect to the registration of their 1992 Registrable Securities under the Securities Act. The holders of the 1992 Registrable Securities may also require the Company on not more than two occasions to file a registration statement under the Act at its expense with respect to their shares of Common Stock (and on not more than one occasion to file a registration statement under the Act at its expense with respect to shares issuable upon the exercise of certain warrants), and the Company is required to use its best efforts to effect such registration, subject to certain conditions and limitations. Further, certain of such holders may require the Company to file additional registration statements on Form S-3, subject to certain conditions and limitations. The holders of the 1992 Registrable Securities have waived their registration rights in connection with the offering made hereby.

Under the terms of the 1995 Registration Rights Agreement among the Company and Genentech, if the Company proposes to register any of its securities under the Securities Act, either for its own account or for the account of other security holders exercising registration rights, Genentech is entitled to notice of such registration and is entitled to include 1995 Registrable Securities therein. These rights are subject to certain conditions and limitations, among them the right of the underwriters of an offering subject to the registration to limit the number of shares included in such registration. Genentech has waived its piggyback registration rights in connection with the offering made hereby. Genentech may also require the Company to file a registration statement under the Act at its expense with respect to its 1995 Registrable Securities, and the

Company is required to use its best efforts to effect such registration, subject to certain conditions and limitations.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Company's Common Stock is ChaseMellon Shareholder Services, LLC 400 S. Hope Street, Fourth Floor, Los Angeles, CA 90071.

UNDERWRITERS

Under the terms and subject to the conditions contained in an Underwriting Agreement dated the date hereof (the "Underwriting Agreement"), the underwriters named below (the "Underwriters") have severally agreed to purchase, and the Company has agreed to sell to them, severally, the respective number of shares of Common Stock set forth opposite their names below:

NAME	NUMBER OF SHARES
-----	-----
Morgan Stanley & Co.	
NationsBanc Montgomery Securities LLC.....	

Total.....	=====

The Underwriting Agreement provides that the obligations of the several Underwriters to pay for and accept delivery of the shares of Common Stock offered hereby are subject to the approval of certain legal matters by their counsel, and to certain other conditions. The Underwriters are obligated to take and pay for all of the shares of Common Stock offered hereby (other than those covered by the over-allotment option described below) if any such shares are taken.

The Underwriters initially propose to offer part of the shares of Common Stock offered hereby directly to the public at the public offering price set forth on the cover page hereof and part to certain dealers at a price that represents a concession not in excess of \$ per share under the public offering price. Any Underwriter may allow, and such dealers may reallow, a concession not in excess of \$ per share to other Underwriters or to certain other dealers.

The Company and the Underwriters have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act.

The Company has granted to the Underwriters an option, exercisable for 30 days from the date of this Prospectus, to purchase up to 300,000 additional shares of Common Stock at the public offering price set forth on the cover page hereof, less underwriting discounts and commission. The Underwriters may exercise such option to purchase solely for the purpose of covering over-allotments, if any, made in connection with the offering of the shares of Common Stock offered hereby. To the extent such option is exercised, each Underwriter will become obligated, subject to certain conditions, to purchase approximately the same percentage of such additional shares of Common Stock as the number set forth next to such Underwriter's name in the preceding table bears to the total number of shares of Common Stock offered by the Underwriters hereby.

The Underwriters have informed the Company that they do not intend to confirm sales to accounts over which they exercise discretionary authority.

The Company and its executive officers and directors and certain stockholders of the Company have agreed not to (a) offer, pledge, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock, or (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Common Stock, whether any such transaction described in clause (a) or (b) above is to be settled by delivery of Common Stock or such other securities, in cash or otherwise for a 90-day period after the date of this Prospectus, without the prior written

consent of Morgan Stanley & Co. Incorporated, except that the Company may, without such consent, grant options or issue stock upon the exercise of outstanding stock options, pursuant to the Company's stock option plans, and issue stock upon exercise of the warrants.

In order to facilitate the offering of the Common Stock, the Underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the Common Stock. Specifically, the Underwriters may over-allot in connection with the offering, creating a short position in the Common Stock for their own account. In addition, to cover over-allotments or to stabilize the price of the Common Stock, the Underwriters may bid for, and purchase, shares of Common Stock in the open market. Finally, the underwriting syndicate may reclaim selling concessions allowed to an underwriter or a dealer for distributing the Common Stock in the offering, if the syndicate repurchases previously distributed Common Stock in transactions to cover syndicate short positions, in stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market price of the Common Stock above independent market levels. The Underwriters are not required to engage in these activities, and may end any of these activities at any time. The Underwriters and dealers may engage in passive market making transactions in the Common Stock in accordance with Rule 103 of Regulation M promulgated by the Commission. In general, a passive market maker may not bid for, or purchase, the Common Stock at a price that exceeds the highest independent bid. In addition, the net daily purchases made by any passive market maker generally may not exceed 30% of its average daily trading volume in the Common Stock during a specified two month prior period, or 200 shares, whichever is greater. A passive market maker must identify passive market making bids as such on the Nasdaq electronic inter-dealer reporting system. Passive market making may stabilize or maintain the market price of the Common Stock above independent market levels. Underwriters and dealers are not required to engage in passive market making and may end passive market making activities at any time.

Dean Witter Intercapital Inc., the beneficial owner of 1,048,000 shares of the Company's Common Stock, is a wholly-owned subsidiary of Morgan Stanley, Dean Witter, Discover & Co., an affiliate of one of the Underwriters in this offering.

LEGAL MATTERS

Certain legal matters with respect to the validity of the shares of Common Stock offered hereby are being passed upon for the Company by Brobeck, Phleger & Harrison LLP, Palo Alto, California. Certain legal matters are being passed upon for the Underwriters by Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, Menlo Park, California.

EXPERTS

The consolidated financial statements of IDEC Pharmaceuticals Corporation and subsidiary as of December 31, 1996 and 1997, and for each of the years in the three-year period ended December 31, 1997, have been included herein and in the Registration Statement in reliance upon the report of KPMG Peat Marwick LLP, independent certified public accountants, appearing elsewhere herein and upon the authority of said firm as experts in accounting and auditing.

AVAILABLE INFORMATION

This Prospectus, which constitutes a part of a Registration Statement on Form S-3 (the "Registration Statement") filed by the Company with the Commission under the Securities Act, omits certain of the information set forth in the Registration Statement. Reference is hereby made to the Registration Statement and to the exhibits thereto for further information with respect to the Company and the securities offered hereby. Copies of the Registration Statement and the exhibits thereto are on file at the offices of the Commission and may be obtained upon payment of the prescribed fee or may be examined without charge at the public reference facilities of the Commission described below.

The Company is subject to the informational requirements of the Exchange Act and in accordance therewith, files reports, proxy statements and other information with the Commission. Such reports, proxy statements and other information filed by the Company with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024 Judiciary Plaza, 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, and the Commission's regional offices located at Seven World Trade Center, Suite 1300, New York, New York 10048 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. The Commission maintains an Internet website that contains reports, proxy statements and information statement and other information regarding registrants that file electronically with the Commission. The address of such website is <http://www.sec.gov>. Copies of such material can also be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, upon payment of prescribed rates. The Company's Common Stock is quoted on the Nasdaq National Market. Reports, proxy statements and other information concerning the Company may be inspected at the National Association of Securities Dealers, Inc. at 1735 K Street, N.W., Washington, D.C. 20006.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

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IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
IDEC Pharmaceuticals Corporation:

We have audited the accompanying consolidated balance sheets of IDEC Pharmaceuticals Corporation and subsidiary as of December 31, 1996 and 1997, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1997. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of IDEC Pharmaceuticals Corporation and subsidiary as of December 31, 1996 and 1997, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 1997, in conformity with generally accepted accounting principles.

KPMG Peat Marwick LLP

San Diego, California
February 6, 1998

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

	DECEMBER 31,	
	1996	1997
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents.....	\$ 25,337	\$ 34,847
Securities available-for-sale.....	53,390	34,810
Contract revenue receivables, net.....	3,635	3,971
Due from related party, net.....	732	-
Inventories.....	4,384	4,134
Prepaid expenses and other current assets.....	3,337	1,431
	----	----
Total current assets.....	90,815	79,193
Property and equipment, net.....	21,453	23,449
Investment and other assets.....	761	3,371
	----	----
	\$113,029	\$106,013
	====	====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of notes payable.....	\$ 3,830	\$ 3,908
Accounts payable.....	3,106	1,626
Accrued expenses.....	5,951	6,382
Due to related party, net.....	-	870
Deferred revenue.....	-	6,646
	----	----
Total current liabilities.....	12,887	19,432
	----	----
Notes payable, less current portion.....	5,015	3,886
Deferred rent.....	1,513	2,016
Due to related party, noncurrent.....	1,000	-
Commitments		
Stockholders' equity:		
Convertible preferred stock, \$.001 par value, 8,000 shares authorized; 330 shares and 245 shares issued and outstanding at December 31, 1996 and 1997, respectively; \$26,938 and \$19,225 liquidation value at December 31, 1996 and 1997, respectively.....	-	-
Common stock, \$.001 par value, 50,000 shares authorized; 18,059 shares and 19,356 shares issued and outstanding at December 31, 1996 and 1997, respectively.....	18	19
Additional paid-in capital.....	176,448	179,956
Unrealized gains (losses) on securities available-for-sale.....	(37)	57
Accumulated deficit.....	(83,815)	(99,353)
	----	----
Total stockholders' equity.....	92,614	80,679
	----	----
	\$113,029	\$106,013
	====	====

See accompanying notes to consolidated financial statements.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	YEARS ENDED DECEMBER 31,		
	1995	1996	1997
Revenues:			
Revenues from unconsolidated joint business.....	\$ --	\$ --	\$ 9,266
Contract revenues.....	12,136	15,759	11,840
License fees.....	11,500	14,250	23,500
	-----	-----	-----
Total revenues (including related party revenues of \$5,500 and \$27,373 in 1996 and 1997, respectively).....	23,636	30,009	44,606
Operating expenses:			
Manufacturing costs.....	--	--	18,875
Research and development.....	22,488	28,147	32,407
Selling, general and administrative.....	6,112	7,298	11,320
Acquired technology rights.....	11,437	--	--
	-----	-----	-----
Total operating expenses.....	40,037	35,445	62,602
Loss from operations.....	(16,401)	(5,436)	(17,996)
Other income (expense):			
Interest income.....	1,387	3,178	3,489
Interest expense.....	(2,278)	(2,697)	(917)
Other.....	--	--	(114)
	-----	-----	-----
Total other income (expense).....	(891)	481	2,458
Net loss.....	(17,292)	(4,955)	(15,538)
Convertible preferred stock dividends.....	--	(696)	--
	-----	-----	-----
Net loss applicable to common stock.....	\$(17,292)	(5,651)	\$(15,538)
	=====	=====	=====
Net loss per common share.....	\$ (1.18)	\$ (0.34)	\$ (0.83)
Shares used in computing net loss per common share.....	14,650	16,573	18,739

See accompanying notes to consolidated financial statements.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(IN THOUSANDS)

	CONVERTIBLE PREFERRED STOCK		COMMON STOCK		ADDITIONAL PAID-IN CAPITAL	UNREALIZED GAINS (LOSSES) ON SECURITIES AVAILABLE-FOR-SALE	ACCUMULATED DEFICIT	TOTAL STOCKHOLDERS' EQUITY
	SHARES	AMOUNT	SHARES	AMOUNT				
Balance at December 31, 1994.....	--	\$ --	13,728	\$ 14	\$ 89,464	\$(14)	\$ (61,568)	\$ 27,896
Issuance of common stock under stock option and employee stock purchase plans.....	--	--	230	--	953	--	--	953
Issuance of series A-1 and A-2 convertible preferred stock pursuant to terms of a collaborative agreement.....	138	--	--	--	7,149	--	--	7,149
Issuance of common stock and series B convertible preferred stock to acquire technology rights.....	69	--	1,000	1	11,436	--	--	11,437
Issuance of common stock for services.....	--	--	103	--	322	--	--	322
Amortization of fair value change in common stock warrants.....	--	--	--	--	680	--	--	680
Change in unrealized gains (losses) on securities available-for-sale.....	--	--	--	--	--	24	--	24
Net loss.....	--	--	--	--	--	--	(17,292)	(17,292)
Balance at December 31, 1995.....	207	--	15,061	15	110,004	10	(78,860)	31,169
Issuance of common stock under stock option and employee stock purchase plans.....	--	--	342	--	1,304	--	--	1,304
Issuance of common stock in public offering.....	--	--	2,070	2	46,275	--	--	46,277
Issuance of common stock for services.....	--	--	17	--	359	--	--	359
Issuance of common stock from exercise of stock warrants.....	--	--	569	1	4,754	--	--	4,755
Issuance of series A-3 and series A-6 convertible preferred stock pursuant to terms of a collaborative agreement.....	123	--	--	--	12,500	--	--	12,500
Amortization of fair value change in common stock warrants.....	--	--	--	--	1,252	--	--	1,252
Change in unrealized gains (losses) on securities available-for-sale.....	--	--	--	--	--	(47)	--	(47)
Net loss.....	--	--	--	--	--	--	(4,955)	(4,955)
Balance at December 31, 1996.....	330	--	18,059	18	176,448	(37)	(83,815)	92,614
Issuance of common stock under stock option and employee stock purchase plans.....	--	--	670	1	3,508	--	--	3,509
Issuance of common stock from exercise of stock warrants.....	--	--	105	--	--	--	--	--
Issuance of common stock from conversion of series A-1 and B convertible preferred stock.....	(85)	--	522	--	--	--	--	--
Change in unrealized gains (losses) on securities available-for-sale.....	--	--	--	--	--	94	--	94
Net loss.....	--	--	--	--	--	--	(15,538)	(15,538)
Balance at December 31, 1997.....	245	\$ --	19,356	\$ 19	\$ 179,956	\$ 57	\$ (99,353)	\$ 80,679
	===	===	=====	===	=====	===	=====	=====

See accompanying notes to consolidated financial statements.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

	YEARS ENDED DECEMBER 31,		
	1995	1996	1997
Cash flows from operating activities:			
Net loss.....	\$(17,292)	\$ (4,955)	\$(15,538)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization.....	2,401	2,643	4,010
Deferred rent.....	450	390	503
Other non-cash expenses.....	--	(104)	(131)
Gains (losses) on sales of securities available-for-sale.....	5	--	(12)
Acquired technology rights.....	11,437	--	--
Issuance of common stock for services.....	322	359	--
Amortization of fair value change in common stock warrants.....	680	1,252	--
Change in assets and liabilities:			
Contract revenue receivables, net.....	(621)	(3,712)	(336)
Due from related party, net.....	--	(732)	732
Inventories.....	--	(4,384)	250
Prepaid expenses and other assets.....	403.....	890	2,296
Accounts payable, accrued expenses and other liabilities.....	1,650...	3,570	(1,049)
Due to related party.....	--	1,000	(130)
Deferred revenue.....	(2,024)	--	6,646
Net cash used in operating activities.....	(2,589)	(3,783)	(2,759)
Cash flows from investing activities:			
Purchase of marketable securities and securities available-for-sale.....	(8,218)	(72,771)	(39,538)
Sales and maturities of marketable securities and securities available-for-sale.....	10,715	25,265	58,224
Purchase of property and equipment.....	(1,315)	(6,301)	(5,875)
Investment in Cytokine Networks, Inc.....	--	--	(3,000)
Net cash provided by (used in) investing activities.....	1,182	(53,807)	9,811
Cash flows from financing activities:			
Proceeds from notes payable.....	2,500	2,475	3,003
Payments on notes payable.....	(4,058)	(3,440)	(4,054)
Proceeds from issuance of common stock, net.....	953	52,564	3,509
Proceeds from issuance of convertible preferred stock, net.....	7,149	12,500	--
Net cash provided by financing activities.....	6,544	64,099	2,458
Net increase in cash and cash equivalents.....	5,137	6,509	9,510
Cash and cash equivalents, beginning of year.....	13,691	18,828	25,337
Cash and cash equivalents, end of year.....	\$ 18,828	\$ 25,337	\$ 34,847
Supplemental disclosure of cash flow information --			
Cash paid during the year for interest.....	\$ 1,518	\$ 1,469	\$ 952

See accompanying notes to consolidated financial statements.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business: IDEC Pharmaceuticals Corporation (the "Company") is primarily engaged in the commercialization and research and development of targeted therapies for the treatment of cancer and autoimmune and inflammatory diseases.

Principles of Consolidation: The consolidated financial statements include the financial statements of IDEC Pharmaceuticals Corporation and its wholly owned subsidiary IDEC Seiyaku. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents: For the purposes of financial statement presentation, the Company considers all highly liquid investments in debt securities with original maturities of three months or less to be cash equivalents.

Securities Available-for-Sale: Securities available-for-sale are carried at fair value, with unrealized gains and losses, net of tax, reported as a separate component of stockholders' equity. The cost of securities sold is based on the specific identification method.

Inventories: Inventories are stated at the lower of cost or market. Cost is determined in a manner which approximates the first-in, first-out (FIFO) method. Inventories at December 31, 1997 and 1996 consists of the following (table in thousands):

	1996	1997
	-----	-----
Raw materials.....	\$ 366	\$1,204
Work in process.....	-	486
Finished goods.....	4,018	2,444
	-----	-----
	\$4,384	\$4,134
	=====	=====

Property and Equipment: Property and equipment are stated at cost. Depreciation of property and equipment is calculated using the straight-line method over the estimated useful lives of the assets, generally ranging from three to seven years. Amortization of leasehold improvements is calculated using the straight-line method over the shorter of the lease term or the estimated useful lives of the assets.

Fair Value of Financial Instruments: The carrying amount of cash and cash equivalents, securities available-for-sale, contract revenue receivables, accounts payable, accrued expenses and notes payable are considered to be representative of their respective fair values because of the short-term nature of those investments. A reasonable estimate of fair value is not practicable for the liability, due to related party, at December 31, 1997, because of the inherent difficulty of evaluating the timing of the payments.

Research and Development: All research and development expenses, including purchased research and development, are expensed in the period incurred. Clinical grant expenses are fully accrued upon patient enrollment.

Revenues from Unconsolidated Joint Business: Revenues from unconsolidated joint business consists of the Company's share of the pretax operating results generated from its joint business arrangement with Genentech, Inc. ("Genentech"), revenue from bulk Rituxan sales to Genentech, reimbursement from Genentech of the Company's sales force and development expenses and royalty income from F. Hoffmann-La Roche Ltd. ("Hoffmann-La Roche") and Zenyaku Kogyo Co., Ltd. ("Zenyaku") on sales of Rituxan outside the United States and Canada. Revenue from bulk Rituxan sales is recognized when accepted by Genentech. Under the joint business arrangement, all U.S. sales of Rituxan and associated expenses will be recorded in the books and accounts of Genentech with the Company recording it's share of the pretax operating results on a quarterly basis, as defined in the Company's collaborative agreement with Genentech (Note 7). Pretax operating results under the joint business arrangement are derived by taking the net U.S. sales of Rituxan to

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

third-party customers less cost of sales, third party royalty expenses, distribution, selling and marketing expenses and joint development expenses by the Company and Genentech.

Contract Revenues: Contract revenues consist of non-refundable research and development funding under collaborative agreements with the Company's various strategic partners and other funding under contractual arrangements with other parties. Contract research and development funding generally compensates the Company for discovery, preclinical and clinical expenses related to the collaborative development programs for certain products of the Company and is recognized at the time research and development activities are performed under the terms of the collaborative agreements. Contract revenues earned in excess of contract payments received are classified as contract revenue receivables.

License Fees: License fees consist of non-refundable fees from product development milestone payments, the sale of license rights to the Company's proprietary gene expression technology and non-refundable fees from the sale of product rights under collaborative development and license agreements with the Company's strategic partners. Revenues from product development milestone payments are recognized when the results or events stipulated in the agreement have been achieved. License fee payments received in excess of amounts earned are classified as deferred revenue.

Manufacturing Costs: Manufacturing costs consist of manufacturing costs related to the production of bulk Rituxan sold to Genentech.

Stock Based Compensation: The Company's stock option and purchase plans are accounted for under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB Opinion No. 25"), and the Company makes pro forma footnote disclosures of the Company's operating results as if the Company had adopted the fair value method under Financial Accounting standards Board Statement No. 123, "Accounting for Stock-Based Compensation" ("Statement No. 123").

Income Taxes: Income taxes are accounted for under the asset and liability method where deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Net Loss Per Common Share: In December 1997, the Company adopted Statement of Financial Accounting Standards No. 128 "Earnings per Share" ("Statement No. 128"). Statement No. 128 supersedes Accounting Principles Board Opinion No. 15 ("APB No. 15") and replaces "primary" and "fully diluted" earnings per share ("EPS") under APB No. 15 with "basic" and "diluted" EPS. Unlike primary EPS, basic EPS excludes the dilutive effects of options, warrants and other convertible securities. Diluted EPS reflects the potential dilution of securities that could share in the earnings of the Company, similar to fully diluted EPS. The adoption of Statement No. 128 did not have a material effect on the Company's net loss per common share for the prior years presented. Options, warrants and other convertible securities totaling 2,855,000 shares, 4,538,000 shares and 4,181,000 shares were excluded from the computations of net loss per common share for the years ended December 31, 1995, 1996 and 1997, respectively, as their effect is antidilutive.

Use of Estimates: Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods to prepare these consolidated financial statements in conformity with generally accepted accounting principles. Actual results could differ from these estimates.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Reclassifications: The prior year balances in preferred stock, common stock and additional paid-in capital have been reclassified to effect the change in par value to \$.001 per share resulting from stockholder approval in May 1997, of a change in the state of incorporation of the Company from the State of California to the State of Delaware. Certain other balances in 1996 and 1995 have been reclassified to conform with the presentation in 1997.

NOTE 2: SECURITIES AVAILABLE-FOR-SALE

Securities available-for-sale at December 31, 1996 and 1997 consist of the following (tables in thousands):

	1996			
	AMORTIZED COSTS	GROSS UNREALIZED GAINS	GROSS UNREALIZED LOSSES	MARKET VALUE
Corporate securities.....	\$40,227	\$ 3	\$(38)	\$40,192
Commercial paper.....	9,979	--	--	9,979
Certificates of deposit.....	1,499	--	--	1,499
U.S. government agencies.....	1,722	--	(2)	1,720
	=====	=====	=====	=====
	\$53,427	\$ 3	\$(40)	\$53,390

	1997			
	AMORTIZED COSTS	GROSS UNREALIZED GAINS	GROSS UNREALIZED LOSSES	MARKET VALUE
Corporate securities.....	\$13,672	\$ 3	\$(18)	\$13,657
Commercial paper.....	4,707	44	--	4,751
Certificates of deposit.....	5,699	--	--	5,699
U.S. government agencies.....	10,675	29	(1)	10,703
	=====	=====	=====	=====
	\$34,753	\$ 76	\$(19)	\$34,810

The net unrealized holding gain (loss) on securities available-for-sale included as a separate component of stockholders' equity at December 31, 1996 and 1997 totaled \$(37,000) and \$57,000, respectively. The gross realized gains on sales of securities available-for-sale for the year ended December 31, 1997 totaled \$12,000.

The amortized cost and estimated fair value of securities available-for-sale at December 31, 1997, by contractual maturity are shown below (table in thousands):

	AMORTIZED COST	ESTIMATED FAIR VALUE
Due in one year or less.....	\$30,105	\$ 30,170
Due after one year through two years.....	2,648	2,640
Due after ten years.....	2,000	2,000
	=====	=====
	\$34,753	\$ 34,810

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 3: PROPERTY AND EQUIPMENT

Property and equipment at December 31, 1996 and 1997 consists of the following (table in thousands):

	1996	1997
	-----	-----
Furniture and fixtures.....	\$ 1,158	\$ 1,226
Machinery and equipment.....	11,061	13,118
Leasehold improvements.....	16,359	18,922
Construction in progress.....	1,480	2,667
	-----	-----
Accumulated depreciation and amortization.....	30,058	35,933
	(8,605)	(12,484)
	-----	-----
	\$21,453	\$23,449
	=====	=====

NOTE 4: NOTES PAYABLE

Notes payable at December 31, 1996 and 1997, consist of the following (table in thousands):

	1996	1997
	-----	-----
Prime plus 1% note (9.5% at December 31, 1997), due in monthly installments with a final payment of \$750 due at maturity in 1998, secured by equipment, lease deed of trust, and a patent and trademark collateral assignment.....	\$2,710..	\$ 1,361
17.74% note, due in monthly installments with a final payment of \$375 due at maturity in 1998, secured by equipment, lease deed of trust, and a patent and trademark collateral assignment.....	1,355..	682
17.53% note, due in monthly installments with a final payment of \$375 due at maturity in 1999, secured by equipment, lease deed of trust, and a patent and trademark collateral assignment.....	1,745..	1,149
9.32% to 10.62% capital lease obligations, due in monthly installments, maturing 2000.....	2,263..	1,831
8.94% note, due in monthly installments, maturing 2001, secured by equipment.....	-----	2,771
Other notes, due in monthly installments, maturing through 1997, secured by equipment.....	772	--
	-----	-----
Current portion.....	8,845	7,794
	(3,830)	(3,908)
	-----	-----
	\$ 5,015	\$ 3,886
	=====	=====

Machinery and equipment recorded under capital leases was \$2,698,000, net of accumulated depreciation of \$1,188,000 at December 31, 1997.

The aggregate maturities of notes payable for each of the three years subsequent to December 31, 1997, are as follows: 1998, \$3,908,000; 1999, \$1,709,000; 2000, \$1,470,000; and 2001, \$707,000.

NOTE 5: 401(K) EMPLOYEE SAVINGS PLAN

The Company has a qualified 401(k) Employee Savings Plan ("401(k) Plan"), available to substantially all employees over the age of 21. The Company may make discretionary contributions to the 401(k) Plan, which fully vest after four years of service by the employee. There were no discretionary contributions for the years ended December 31, 1997, 1996 and 1995.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 6: RESEARCH AND DEVELOPMENT

In December 1995, the Company and Eisai Co. Ltd. ("Eisai") entered into a collaborative development agreement and a license agreement aimed at the development and commercialization of humanized and PRIMATIZED anti-gp39 antibodies. Under the terms of these agreements, Eisai may provide up to \$37,500,000 in product development milestone payments and support for research and development. Eisai will receive exclusive rights in Asia and Europe to develop and market resulting products emerging from the collaboration, with the Company receiving royalties on eventual product sales by Eisai. Eisai may terminate these agreements based on a reasonable determination that the products do not justify continued product development or marketing. Included in contract revenues for 1995, 1996 and 1997 is \$2,500,000, \$5,500,000 and \$2,750,000, respectively, to fund product development, which approximates the research and development expenses incurred under the program. Included in license fees for the years ended December 31, 1995, 1996 and 1997, is \$2,000,000, \$750,000 and \$2,000,000, respectively, earned under these agreements.

In December 1994, the Company and Seikagaku Corporation ("Seikagaku") entered into a collaborative development agreement and a license agreement aimed at the development and commercialization of a PRIMATIZED anti-CD23 antibody. Under the terms of these agreements, Seikagaku may provide up to \$26,000,000 in product development milestone payments and support for research and development. The Company and Seikagaku will share co-exclusive, worldwide rights to all products emerging from the collaboration, with the Company receiving royalties on eventual product sales by Seikagaku. Seikagaku may terminate these agreements based on a reasonable determination that the products do not justify continued product development or marketing. Included in contract revenues for 1995, 1996 and 1997 is \$2,500,000, \$3,500,000 and \$3,500,000, respectively, to fund product development, which approximates the research and development expenses incurred under the program. Included in license fees for the years ended December 31, 1995, 1996 and 1997, is \$1,000,000, \$1,000,000 and \$1,500,000, respectively, earned under these agreements.

In November 1993, the Company entered into a collaborative development agreement and a license agreement with Mitsubishi Chemical Corporation ("Mitsubishi Chemical"), for the development of a PRIMATIZED anti-B7 antibody. Under the terms of the collaboration, Mitsubishi may provide up to \$12,185,000 in product development milestone payments and support for research and development. The Company retained certain marketing rights and will receive royalties on sales of any products commercialized by Mitsubishi Chemical emerging from the collaboration. Mitsubishi Chemical may terminate the license agreement if certain development objectives are not attained. The development agreement with Mitsubishi expired on December 31, 1996. Included in contract revenues for 1995 and 1996 is \$2,047,000, and \$2,000,000, respectively, to fund product development, which approximates the research and development expenses incurred under the program. Included in license fees for the year ended December 31, 1995 is \$1,000,000 earned under these agreements.

In October 1992, the Company and SmithKline Beecham p.l.c. ("SmithKline Beecham") entered into a collaborative research and license agreement aimed at the development and commercialization of therapeutic products based on the Company's PRIMATIZED anti-CD4 antibodies. Under the terms of the agreement, the Company will receive aggregate payments that have the potential of reaching in excess of \$60,000,000, subject to the attainment of certain product development milestone events. The Company will receive funding for anti-CD4 related research and development programs, royalties and a share of co-promotion profits (in North America) on sales of products which may be commercialized as a result of the agreement. SmithKline Beecham may terminate this agreement based on a reasonable determination that the products do not justify continued development or marketing. Included in contract revenues for 1995, 1996 and 1997 is \$3,488,000, \$416,000 and \$867,000 to fund product development, which approximates the research and development expenses incurred under the program. Included in license fees for the year ended December 31, 1996 is \$4,000,000 earned under the agreement.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The Company performed research under certain other contracts and, accordingly, realized revenues and recognized expenses in the accompanying consolidated statements of operations.

NOTE 7: RELATED PARTY ARRANGEMENTS

In March 1995, the Company and Genentech entered into a collaborative agreement for the clinical development and commercialization of the Company's anti-CD20 monoclonal antibody, Rituxan, for the treatment of non-Hodgkin's B-cell lymphomas. Concurrent with the collaborative agreement the Company and Genentech also entered into an expression technology license agreement for a proprietary gene expression technology developed by the Company and a preferred stock purchase agreement providing for certain equity investments in the Company by Genentech (Note 8). Under the terms of these agreements, the Company may receive payments totaling \$58,500,000, subject to the attainment of certain product development milestone events. Additionally, the Company may be reimbursed by Genentech for certain other development and regulatory approval expenses under the terms of the collaborative agreement. Genentech may terminate this agreement for any reason. Included in contract revenues for 1995, 1996 and 1997 is \$1,083,000, \$1,500,000 and \$2,389,000, respectively, to fund specific product development, which approximates the research and development expenses incurred under the program. Included in license fees for the years ended December 31, 1995, 1996 and 1997, is \$5,500,000, \$4,000,000 and \$15,000,000, respectively, earned under these agreements.

In addition, the Company and Genentech are co-promoting Rituxan in the United States under a joint business arrangement, with the Company receiving a share of the pretax operating results. During 1997, the joint business recorded an operating loss due to significant shared expenses related to the product launch of Rituxan in the United States in December 1997. Additionally, the Company has a contractual obligation to manufacture and supply Rituxan through the end of 1999 with an option to continue supplying Rituxan thereafter. Under the Company's collaborative agreement with Genentech, the sales price of bulk Rituxan sold to Genentech is capped at a price which is currently less than the Company's cost to manufacture bulk Rituxan. Included in inventories at December 31, 1997, is \$2,444,000 of bulk Rituxan inventory that will be sold to Genentech. Revenues from unconsolidated joint business, as described in Note 1, for the year ended December 31, 1997, consist of the following (table in thousands):

Bulk Rituxan sales.....	\$10,631
Reimbursement of selling and development expenses.....	2,985
Co-promotion operating loss.....	(4,350)

	\$ 9,266
	=====

Under the terms of separate agreements with Genentech, commercialization of Rituxan outside the United States will be the responsibility of Hoffmann-La Roche, except in Japan where Zenyaku will be responsible for product development, marketing and sales. The Company will receive royalties on sales outside the U.S. and Canada. Additionally, the Company will receive royalties on sales of Genentech products manufactured using the Company's proprietary gene expression system.

In June 1991, the Company and Zenyaku entered into a product rights agreement and a stock purchase agreement under which the Company granted Zenyaku a license to manufacture, use and sell certain products for cancer and autoimmune therapeutic applications. In November 1995, the Company and Zenyaku terminated the product rights agreement and concurrently the Company, Zenyaku and Genentech entered into a joint development, supply and license agreement where Zenyaku received exclusive rights to develop, market and sell Rituxan in Japan which resulted in the Company recognizing \$2,000,000 in license fees from Zenyaku in 1995.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 8: STOCKHOLDERS' EQUITY

Convertible Preferred Stock: In March 1995, the Company issued 1,000,000 shares of its common stock and 69,375 shares of its ten percent Series B Nonvoting Cumulative Convertible Preferred Stock ("Series B Preferred Stock") for the repurchase of all Merrill Lynch/Morgan Stanley, L.P. ("ML/MS") rights in the Company's lymphoma products. The stock issuances resulted in a non-cash charge to operating expenses in 1995 of \$11,437,000, representing the purchase of the acquired technology rights. In March 1997, the Series B Preferred Stock and accrued dividends were converted into 367,000 shares of the Company's common stock.

Additionally, the Company issued 100,000 shares of its Series A-1 Nonvoting Convertible Preferred Stock ("Series A-1 Preferred Stock") in April 1995, and 37,521 shares of its Series A-2 Nonvoting Convertible Preferred Stock ("Series A-2 Preferred Stock") in August 1995, 22,993 shares of its Series A-3 Nonvoting Convertible Preferred Stock ("Series A-3 Preferred Stock") in March 1996, 100,000 shares of its Series A-6 Nonvoting Convertible Preferred Stock ("Series A-6 Preferred Stock") in May 1996, to Genentech pursuant to the terms of a preferred stock purchase agreement. The preferred stock purchase agreement was entered into concurrently with a collaboration agreement as described in Note 7. The Series A-1 Preferred Stock, Series A-2 Preferred Stock, Series A-3 Preferred Stock and Series A-6 Preferred Stock have a liquidation preference per share of \$50, \$67, \$217 and \$75, respectively, net of issuance costs. Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series A-3 Preferred Stock is convertible at any time into ten shares of the Company's common stock and each share of Series A-6 Preferred Stock is convertible at any time into approximately 2.16 shares of the Company's common stock. In December 1997, 16,000 shares of Series A-1 Preferred Stock were converted into 155,000 shares of the Company's common stock.

Common Stock: In May 1996, the stockholders approved an increase in the number of authorized common shares to 50,000,000 shares. In June 1996, the Company completed a public offering of 2,070,000 shares of its common stock resulting in net proceeds of \$46,277,000. In March 1995, the Company issued 1,000,000 shares of its common stock for the repurchase of all ML/MS rights in the Company's lymphoma products, see "Convertible Preferred Stock" above.

In September 1997, the Company entered into an agreement with a financial institution under which the Company purchased in a private transaction a capped call option, exercisable only at maturity, representing the Company's right to purchase from the financial institution up to 600,000 shares of the Company's common stock. The Company has the right to settle the capped call option by receiving cash or stock. The capped call option which the Company purchased is expected to be settled, if exercised, with cash paid to the Company in an amount equal to the difference between the strike price and the market price, subject to caps which will limit the total amount of cash the Company could receive.

Simultaneously, with its purchase of the capped call option, the Company sold to the same financial institution a call option, exercisable only at maturity, entitling the financial institution to purchase from the Company up to 900,000 shares of the Company's common stock at a certain strike price per share. The Company has the right to settle the call option with cash or stock and, if exercised, the Company expects to settle the call option by issuing up to 900,000 shares of the Company's common stock to the financial institution. The financial institution has advised the Company that it has engaged, and may further engage, in transactions, including buying and selling shares of the Company's common stock, to offset its risk relating to the call option, which could affect the market price of the Company's common stock.

Stockholder Rights Agreement: In July 1997, the Company's Board of Directors declared a dividend of one preferred stock purchase right ("Right") for each outstanding share of the Company's common stock. Each Right represents the right to purchase one one-thousandth of a share of Series X Junior Participating Preferred Stock at an exercise price of \$200, subject to adjustment, and will be exercisable only if a person or group acquires 15% or more of the Company's common stock or announces a tender offer for 15% or more of the Company's common stock. If a person acquires 15% or more of Company's common stock all

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Rightsholders, except the acquiring person, will be entitled to buy shares of the Company's common stock at a discount. Each Series X Junior Participating Preferred share will be entitled to an aggregate dividend of 1,000 times the dividend declared per share of common stock. The Board of Directors may terminate the Rights Plan at any time or redeem the Rights at \$.001 per Right, prior to the time a person acquires more than 15% of the Company's common stock. The Rights will expire in July 2007.

Stock Option Plans: The Company has two active stock option plans.

The 1988 Employee Stock Option Plan (the "Option Plan") was approved by the stockholders in 1988 and has been subsequently amended. Under the Option Plan, options for the purchase of the Company's common stock may be granted to key employees (including officers), directors and outside consultants. Options may be designated as incentive stock options or as nonqualified stock options and generally vest over four years, except under a provision of the Option Plan which allows accelerated vesting under certain conditions. Options under the Option Plan, which have a term of up to ten years, are exercisable at a price per share not less than the fair market value (85 percent of fair market value for nonqualified options) on the date of grant. The aggregate number of shares authorized for issuance under the Option Plan is 5,480,000.

In September 1993, the Company adopted the 1993 Non-Employee Directors Stock Option Plan (the "Directors Plan"), which was approved by the stockholders in May 1994 and was subsequently amended. A total of 250,000 shares of common stock are reserved for issuance to individuals who serve as non-employee members of the Board of Directors. Options under the Directors Plan, which have a term of up to ten years, are exercisable at a price per share not less than the fair market value on the date of grant.

A summary of the status of the Company's two active stock option plans as of December 31, 1995, 1996 and 1997 and changes during the years ended on those dates is presented below (table in thousands, except per share amounts):

	DIRECTORS PLAN		OPTION PLAN	
	SHARES	WEIGHTED AVERAGE EXERCISE PRICE	SHARES	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at December 31, 1994...	35	\$ 5.63	2,346	\$ 2.96
Granted.....	70	3.38	311	3.90
Exercised.....	(10)	5.63	(157)	4.07
Canceled.....	(10)	2.38	(33)	5.58
-----	-----	-----	-----	-----
Outstanding at December 31, 1995...	85	4.15	2,467	2.97
Granted.....	35	19.13	1,443	20.79
Exercised.....	(10)	4.00	(172)	2.43
Canceled.....	(5)	19.13	(196)	10.10
-----	-----	-----	-----	-----
Outstanding at December 31, 1996...	105	8.45	3,542	9.86
Granted.....	83	27.41	815	26.27
Exercised.....	(15)	9.04	(533)	4.26
Canceled.....	(5)	22.50	(43)	18.74
-----	-----	-----	-----	-----
Outstanding at December 31, 1997...	168	\$17.31	3,781	\$14.09
=====	=====	=====	=====	=====

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The following table summarizes information about the Directors Plan and the Option Plan options outstanding as of December 31, 1997 (table in thousands, except year and per share amounts):

RANGE OF EXERCISE PRICES	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
	NUMBER OUTSTANDING	WEIGHTED AVERAGE REMAINING CONTRACTUAL LIFE	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER EXERCISABLE	WEIGHTED AVERAGE EXERCISE PRICE
Directors Plan:					
\$ 2.38 -- \$19.13	90,000	7.26	\$ 8.35	90,000	\$ 8.35
22.50 -- 38.25	77,500	9.32	27.72	77,500	27.72
Option Plan:					
\$ 0.88 -- \$ 2.56	663,917	5.55	\$ 2.35	567,494	\$ 2.32
3.00 -- 3.00	699,116	6.70	3.00	647,081	3.00
3.25 -- 18.00	488,291	7.35	8.87	226,785	6.30
20.13 -- 20.50	953,904	8.10	20.14	432,327	20.13
21.00 -- 37.88	975,373	9.21	26.73	86,870	25.55

Employee Stock Purchase Plan: In May 1993, the stockholders adopted the Company's Employee Stock Purchase Plan (the "Purchase Plan"), which was subsequently amended. A total of 495,000 shares of common stock are reserved for issuance. Under the terms of the Purchase Plan, employees can choose to have up to ten percent of their annual compensation withheld to purchase shares of common stock. The purchase price of the common stock is at 85 percent of the lower of the fair market value of the common stock at the enrollment or purchase date. During 1995, 1996 and 1997, 63,000 shares, 160,000 shares and 122,000 shares, respectively, were issued under the Purchase Plan.

Pro Forma Information: The Company has retained the approach under APB Opinion No. 25 and related interpretations in accounting for its stock option and purchase plans. Accordingly, no compensation expense has been recognized for its Option Plan, Directors Plan and Purchase Plan. Had compensation expense for the Company's stock option and purchase plans been determined consistent with Statement No. 123, the Company's net loss per share applicable to common stock would have been increased to the pro forma amounts indicated below (table in thousands, except per share amounts):

		1995	1996	1997
Net loss applicable to common stock.....	As reported	\$(17,292)	\$ (5,651)	\$(15,538)
	Pro forma	(17,608)	(10,152)	(23,746)
Net loss per common share.....	As reported	\$ (1.18)	\$ (0.34)	\$ (0.83)
	Pro forma	(1.20)	(0.61)	(1.27)

Pro forma net loss applicable to common stock reflects only stock option and purchase rights granted in 1995, 1996 and 1997. Therefore, the full impact of calculating compensation expense for stock options and stock purchase rights under Statement No. 123 is not reflected in the pro forma net loss amounts presented above since compensation expense is reflected over the stock option vesting and stock purchase subscription periods and compensation expense for stock options and stock purchase rights granted prior to January 1, 1995 are not considered. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in 1997, 1996 and 1995: dividend yield of zero percent; expected volatility of 61.4 percent; risk-free interest rate of 6.3 percent; and an expected option life of 5.7 years for 1997; and a dividend yield of zero percent; expected volatility of 66.8 percent; risk-free interest rate of 6.2 percent; and an expected option life of 5.5 years for 1996 and 1995. The per share weighted-average fair value of stock options granted during 1995, 1996 and 1997 at an exercise price equal to the fair market value on the date of grant was \$2.42, \$13.25 and \$16.09, respectively, on the date of grant using the Black-Scholes option-pricing model. The fair value of each purchase right is

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

estimated on the date of enrollment using the Black-Scholes option-pricing model with the following assumptions used in 1997, 1996 and 1995: dividend yield of zero percent; expected volatility of 61.4 percent; risk-free interest rates between 5.5 percent and 6.0 percent; and an expected life between 0.3 year and 2.0 years for 1997; and a dividend yield of zero percent; expected volatility of 66.8 percent; risk-free interest rates between 5.6 percent and 5.9 percent; and an expected life between 0.3 year and 2.0 years for 1996 and 1995. The per share weighted-average fair value of stock purchase rights granted during 1995, 1996 and 1997 was \$2.65, \$9.05 and \$10.50, respectively, on the subscription date using the Black-Scholes option-pricing model.

Stock Warrants: Under an investment agreement and in part subject to the Company's accomplishments of certain research and development objectives, SR One Limited, SmithKline Beecham's venture capital subsidiary, purchased 200,000 common stock warrants in each 1993 and 1992. In October 1996, these warrants were exercised for 400,000 shares of the Company's common stock resulting in net proceeds of \$4,755,000.

In December 1994 and August 1995, concurrent with the completion of a debt financing, the Company issued warrants for the purchase of 294,000 shares and 46,000 shares, respectively, of common stock. The holders of the warrants have the option to exchange their warrants, without the payment of cash or consideration, for a number of common shares equal to the difference between the number of shares resulting by dividing the aggregate exercise price of the warrants by the fair market value of the common stock on the date of exercise and the number of shares that would have been otherwise issued under the exercise. In 1996 and 1997, 196,000 warrants and 114,000 warrants, respectively, were exchanged for 169,000 shares and 105,000 shares, respectively, of the Company's common stock. At December 31, 1997, 30,000 warrants to purchase common stock were outstanding. Such warrants have a six-year term and are immediately exercisable at \$6.22 per share.

NOTE 9: INCOME TAXES

The following table summarizes the tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 1996 and 1997 (table in thousands):

	1996	1997
	-----	-----
Deferred tax assets:		
Accrued expenses.....	\$ 531	\$ 609
Property and equipment, principally due to difference in depreciation.....	448	1,194
Deferred rent expense.....	607	803
Amortization of fair value change in common stock warrants...	776	770
Deferred revenue.....	--	2,372
Capitalized state research and experimentation costs.....	2,090	2,189
Acquired technology rights.....	4,336	3,695
Research and experimentation credit.....	5,078	6,070
Net operating loss carryforwards.....	24,247	29,601
Other tax assets.....	333	696
	-----	-----
Total gross deferred tax assets.....	38,446	47,999
Valuation allowance.....	(38,446)	(47,737)
Deferred tax liabilities.....	--	(262)
	-----	-----
Net deferred taxes.....	\$ --	\$ --
	=====	=====

In 1995, 1996 and 1997, the Company recognized an increase in the valuation allowance of \$7,652,000, \$3,882,000 and \$9,291,000, respectively.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As of December 31, 1997, the Company had net operating loss and research and experimentation tax credit carryforwards for Federal income tax purposes of approximately \$82,000,000 and \$4,000,000, respectively, which expire beginning in 1999. Net operating loss carryforwards and research and experimentation tax credit carryforwards as of December 31, 1997 for state income tax purposes are approximately \$21,000,000 and \$2,000,000, respectively, which expire beginning in 1998 and 1999, respectively.

The utilization of net operating losses and tax credits incurred prior to the Company's initial public offering in 1991, may be subject to an annual limitation under the Internal Revenue Code, due to a cumulative change in ownership of more than fifty percent. However, the Company believes that such limitations will not have a material impact upon the utilization of such net operating loss carryforwards.

NOTE 10: COMMITMENTS

Lease Commitments: In July 1992, the Company entered into a 15-year operating lease for its headquarters, which commenced in 1993. The Company has the option to extend the term of the lease for two additional periods of five years each. In August 1996, the Company entered into a 7-year lease for additional office and warehouse facilities. The Company has the option to extend the term of this lease for two additional years. In addition to the monthly lease payments, both lease agreements provide for the Company to pay all operating expenses associated with the facilities. The lease agreements provide for scheduled rental increases; accordingly lease expense is recognized on a straight-line basis over the term of the leases.

Future minimum lease payments under all operating leases as of December 31, 1997, are as follows (table in thousands):

1998.....	\$ 3,158
1999.....	3,422
2000.....	3,559
2001.....	3,702
2002.....	3,850
2003 and thereafter.....	18,445

Total minimum lease payments.....	\$36,136
	=====

Lease expense under all operating leases totaled \$3,097,000, \$3,011,000 and \$3,677,000 for the years ended December 31, 1995, 1996 and 1997, respectively.

License Agreements: In September 1997, the Company and Cytokine Networks, Inc. ("CNI") entered into a development and license agreement for the development of inflammatory and autoimmune disease products based upon CNI's Anti-MIF antibody technology. Concurrent with the development and license agreement the Company and CNI entered into a stock purchase agreement providing for certain equity investments in CNI by the Company. Under the terms of these agreements, the Company may make payments totaling up to \$10,500,000, subject to the attainment of certain product development milestone events. Additionally, the Company will pay CNI royalties on sales by the Company of any products emerging from the collaboration. In 1997, the Company made a \$3,000,000 preferred equity investment in CNI.

In February 1997, the Company acquired exclusive rights from Pharmacia & Upjohn S.p.A. ("Pharmacia") to 9-aminocamptothecin ("9-AC"), a broad spectrum, anti-cancer agent for the treatment of cancer. Under the terms of the asset transfer agreement, the Company may make payments totaling up to \$16,000,000, subject to the attainment of certain product development milestone events. No royalties are payable to Pharmacia on sales of any products commercialized by the Company emerging from the agreement. In 1997, the Company made an up-front licensing payment of \$3,000,000 to Pharmacia.

IDEC PHARMACEUTICALS CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

In connection with its research and development efforts, the Company has entered into various license agreements which provide the Company with rights to develop, produce and market products using certain know-how, technology and patent rights maintained by the parties. Terms of the various license agreements require the Company to pay royalties from future sales, if any, on specified products using the resulting technology. Third party royalty liabilities resulting from sales of Rituxan are being paid by Genentech and recorded under the joint business arrangement as described under "Revenues from Unconsolidated Joint Business" in Notes 1 and 7. As of December 31, 1997, such other royalties, other than annual minimum royalties payments, have not commenced on the aforementioned license agreements.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth all expenses, other than underwriting discounts and commissions, payable by the Registrant in connection with the sale of the Common Stock being registered. All the amounts shown are estimates, except for the SEC registration fee, the Nasdaq listing fee and the NASD filing fee.

SEC registration fee.....	\$ 30,711
Listing fee.....	17,500
NASD filing fee.....	1,513
Blue sky fees and expenses.....	10,000
Printing and engraving expenses.....	60,000
Legal fees and expenses.....	100,000
Accounting fees and expenses.....	50,000
Transfer agent and registrar fees.....	2,500
Miscellaneous expenses.....	2,776

Total.....	\$275,000
	=====

ITEM 15. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Section 145 of the Delaware General Corporation Law, as amended (the "DGCL"), provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Section 145 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, against expenses actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or such other court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 102(b)(7) of the DGCL permits a corporation to include in its certificate of incorporation a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL (relating to unlawful payment of dividends and unlawful stock purchase and redemption) or (iv) for any transaction from which the director derived an improper personal benefit.

The Registrant's Certificate of Incorporation provides that the Registrant's directors shall not be liable to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liabilities is not permitted under the DGCL as in effect at the time such liability is determined. The Registrant has entered into indemnification agreements with all of its officers and directors, as permitted by the DGCL. Reference is also made to Section - - - - - of the Underwriting Agreement contained in Exhibit 1.1 hereto, indemnifying officers and directors of the Registrant against certain liabilities.

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Exhibits.

EXHIBIT
NUMBER

- - - - -

- 1.1 Form of Underwriting Agreement.
- 5.1 Opinion of Brobeck, Phleger & Harrison LLP.
- 23.1 Consent of Brobeck, Phleger & Harrison LLP (included in Exhibit 5.1).
- 23.2 Consent of KPMG Peat Marwick LLP.
- 24.1 Power of Attorney (included in Page II-4 of this Registration Statement).
- 27.1 Financial Data Schedule.

ITEM 17. UNDERTAKINGS.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the Prospectus, to each person to whom the Prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the Prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the Prospectus, to deliver, or cause to be delivered to each person to whom the Prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the Prospectus to provide such interim financial information.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the provisions described in Item 15, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

- (1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon

Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the day of February, 1998.

IDEC PHARMACEUTICALS CORPORATION

By: /s/ WILLIAM H. RASTETTER

 William H. Rastetter, Ph.D.
 Chairman, President and Chief
 Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint William H. Rastetter and Phillip M. Schneider, or either of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and his name, place and stead, in any and all capacities, to sign the Registration Statement filed herewith and any and all amendments to said Registration Statement (including post-effective amendments and registration statements filed pursuant to Rule 462 and otherwise), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ WILLIAM H. RASTETTER ----- William H. Rastetter, Ph.D.	Chairman, President, and Chief Executive Officer (Principal Executive Officer)	February 20, 1998
/s/ PHILLIP M. SCHNEIDER ----- Phillip M. Schneider	Vice President, and Chief Financial Officer (Principal Financial and Accounting Officer)	February 20, 1998
/s/ CHARLES C. EDWARDS ----- Charles C. Edwards, M.D.	Director	February 20, 1998
/s/ ALAN B. GLASSBERG ----- Alan B. Glassberg, M.D.	Director	February 20, 1998
/s/ JOHN GROOM ----- John Groom	Director	February 20, 1998
/s/ KAZUHIRO HASHIMOTO ----- Kazuhiro Hashimoto	Director	February 20, 1998

SIGNATURE

TITLE

DATE

/s/ FRANKLIN P. JOHNSON, JR.

Director

February 20, 1998

Franklin P. Johnson, Jr.

/s/ ROBERT W. PANGIA

Director

February 20, 1998

Robert W. Pangia

/s/ BRUCE R. ROSS

Director

February 20, 1998

Bruce R. Ross

/s/ THE HONORABLE LYNN SCHENK

Director

February 20, 1998

The Honorable Lynn Schenk

/s/ WILLIAM D. YOUNG

Director

February 20, 1998

William D. Young

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	SEQUENTIALLY NUMBERED PAGE
1.1	Form of Underwriting Agreement.	
5.1	Opinion of Brobeck, Phleger & Harrison LLP.	
23.1	Consent of Brobeck, Phleger & Harrison LLP (included in Exhibit 5.1).	
23.2	Consent of KPMG Peat Marwick LLP.	
24.1	Power of Attorney (included in Page II-4 of this Registration Statement).	
27.1	Financial Data Schedule.	

2,000,000 SHARES

IDEC PHARMACEUTICALS CORPORATION

COMMON STOCK, \$.001 PAR VALUE

UNDERWRITING AGREEMENT

March __, 1998

Morgan Stanley & Co. Incorporated
Nationsbanc Montgomery Securities, Inc.
c/o Morgan Stanley & Co. Incorporated
1585 Broadway
New York, New York 10036

Dear Sirs and Mesdames:

IDEC Pharmaceuticals Corporation, a Delaware corporation (the "Company"), proposes to issue and sell to the several Underwriters named in Schedule I hereto (the "Underwriters"), an aggregate of 2,000,000 shares of the Common Stock, \$.001 par value per share of the Company (the "Firm Shares").

The Company also proposes to issue and sell to the several Underwriters not more than an additional 300,000 shares of its Common Stock, \$.001 par value (the "Additional Shares") if and to the extent that you, as Managers of the offering, shall have determined to exercise, on behalf of the Underwriters, the right to purchase such shares of common stock granted to the Underwriters in Section 2 hereof. The Firm Shares and the Additional Shares are hereinafter collectively referred to as the "Shares." The shares of Common Stock, \$.001 par value, of the Company to be outstanding after giving effect to the sales contemplated hereby are hereinafter referred to as the "Common Stock." The Company is successor by merger to IDEC Pharmaceuticals Corporation, a California corporation (the "Predecessor"), as a result of a reincorporation transaction that became effective on June 2, 1997 (the "Reincorporation"). For the purposes of Section 1 hereof, all references to "Company" shall also refer to the Predecessor prior to the Reincorporation.

The Company has filed with the Securities and Exchange Commission (the "Commission") a registration statement, including a prospectus, relating to the Shares. The registration statement as amended at the time it becomes effective, including the information (if any) deemed to be part of the registration statement at the time of effectiveness pursuant to Rule 430A under the Securities Act of 1933, as amended (the "Securities Act"), is hereinafter referred to as the "Registration Statement"; the prospectus in the form first used to confirm sales of Shares is hereinafter referred to as the "Prospectus." If the Company files an abbreviated registration statement to register additional shares of Common Stock pursuant to Rule 462(b) under the Securities Act (the "Rule 462 Registration Statement"), then any reference herein to the term "Registration Statement" shall be deemed to include such Rule 462 Registration Statement, in each case as amended from time to time. Any reference herein to any Preliminary Prospectus or the Registration Statement shall be deemed to refer to and include the documents incorporated by reference therein pursuant to Form S-3 under the Securities Act, as of the date of such Preliminary Prospectus, Prospectus or Registration Statement, as the case may be.

1. REPRESENTATIONS AND WARRANTIES OF THE COMPANY. The Company represents and warrants to and agrees with each of the Underwriters that:

(a) The Registration Statement has become effective; no stop order suspending the effectiveness of the Registration Statement is in effect, and no proceedings for such purpose are pending before or, to the Company's best knowledge, threatened by the Commission.

(b) (i) The Registration Statement, when it became effective, did not contain and, as amended or supplemented, if applicable, will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading, (ii) the Registration Statement and the Prospectus comply and, as amended or supplemented, if applicable, will comply in all material respects with the Securities Act and the applicable rules and regulations of the Commission thereunder and (iii) the Prospectus does not contain and, as amended or supplemented, if applicable, will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, except that the representations and warranties set forth in this Section 1(b) do not apply to statements or omissions in the Registration Statement or the Prospectus based upon information relating to any Underwriter furnished to the Company in writing by such Underwriter through you expressly for use therein.

(c) The Company has been duly incorporated, is validly existing as a corporation in good standing under the laws of the jurisdiction of its incorporation, has the corporate power and authority to own its property and to conduct its business as described in the Prospectus and, except to the extent that the failure to be so qualified or to be in good standing would not have a material adverse effect on the Company and its subsidiary, IDEC Seiyaku, a Japanese corporation (the "Subsidiary"), taken as a whole is duly qualified to transact business and is in good standing in each jurisdiction in which the conduct of its business or its ownership or leasing of property requires such qualification.

(d) The Subsidiary has been duly incorporated, is validly existing as a corporation in good standing under the laws of the jurisdiction of its incorporation, has the corporate power and authority to own its property and to conduct its business as described in the Prospectus and is duly qualified to transact business and is in good standing in each jurisdiction in which the conduct of its business or its ownership or leasing of property requires such qualification, except to the extent that the failure to be so qualified or to be in good standing would not have a material adverse effect on the Company and the Subsidiary, taken as a whole. All of the issued shares of capital stock of the Subsidiary have been duly and validly authorized and issued, are fully paid and non-assessable, and are beneficially owned directly by the Company, free and clear of all liens, encumbrances, equities or claims.

(e) Neither the Company nor the Subsidiary owns any real properties. The Company and the Subsidiary have good and marketable title to all personal property owned by them which is material to their business, taken as a whole, in each case free and clear of all liens, encumbrances and defects except such as are described in the Prospectus or such as do not materially affect the value of such property and do not interfere with the use made and proposed to be made of such property by the Company and the Subsidiary; and any real property and

building held under lease by the Company and the Subsidiary are held by them under valid, subsisting and enforceable leases with such exceptions as are not material and do not interfere with the use made and proposed to be made of such real property and buildings by the Company and the Subsidiary in each case except as described in or contemplated by the Prospectus.

(f) This Agreement has been duly authorized, executed and delivered by the Company.

(g) The shares of Common Stock outstanding prior to the issuances of the Shares to be sold by the Company have been duly authorized and are validly issued, fully paid and non-assessable. Except as set forth in the Prospectus and other than options to purchase _____ shares of the Company's Common Stock granted to employees after _____, 199_ pursuant to the Company's 1988 Employee Stock Option Plan or the 1993 Non-Employee Directors Stock Option Plan each as described in the Prospectus, neither the Company nor the Subsidiary has outstanding any options to purchase, or any preemptive rights or other rights to subscribe for or to purchase, any securities or obligations convertible into, or any contracts or commitments to issue or sell, shares of its capital stock or any such options, rights, convertible securities or obligations. All outstanding shares of capital stock and options and other rights to acquire capital stock have been issued in compliance with the registration and qualification provisions of all applicable securities laws and were not issued in violation of any preemptive rights, rights of first refusal and other similar rights.

(h) The authorized capital stock of the Company conforms as to legal matters to the description thereof contained in the Prospectus.

(i) The Shares to be sold by the Company have been duly authorized and, when issued and delivered in accordance with the terms of this Agreement, will be validly issued, fully paid and non-assessable, and the issuance of such Shares will not be subject to any preemptive or similar rights.

(j) The execution and delivery by the Company of, and the performance by the Company of its obligations under, this Agreement will not contravene any provision of applicable law or the certificate of incorporation or by-laws of the Company or any agreement or other instrument binding upon the Company or the Subsidiary that is material to the Company and the Subsidiary, taken as a whole, or any judgment, order or decree of any governmental body, agency or court having jurisdiction over the Company or the Subsidiary, and no consent, approval, authorization or order of, or qualification with, any governmental body or agency is required for the performance by the Company of its obligations under this Agreement, except such as may be required by the securities or Blue Sky laws of the various states in connection with the offer and sale of the Shares.

(k) There has not occurred any material adverse change, or any development involving a prospective material adverse change, in the condition, financial or otherwise, or in the earnings, business or operations of the Company and the Subsidiary, taken as a whole, from that set forth in the Prospectus.

(l) Subsequent to the respective dates as of which information is given in the Registration Statement and the Prospectus, (i) the Company and the Subsidiary have not incurred any material liability or obligation, direct or contingent, nor entered into any material transaction not in the ordinary course of business; (ii) the Company has not purchased any of its outstanding capital stock, nor declared, paid or otherwise made any dividend or distribution of any kind on its capital stock other than ordinary and customary dividends except certain net purchases of options issued and shares issued on exercise of options under the Company's stock option plans in accordance with the terms of such option plans; and (iii) there has not been any material change in the capital stock, short-term debt or long-term debt of the Company and its consolidated subsidiaries, except in each case as described in or contemplated by the Prospectus.

(m) There are no legal or governmental proceedings pending or threatened to which the Company or the Subsidiary is a party or to which any of the properties of the Company or the Subsidiary is subject that are required to be described in the Registration Statement or the Prospectus and are not so described or any statutes, regulations, contracts or other documents that are required to be described in the Registration Statement or the Prospectus or to be filed as exhibits to the Registration Statement that are not described or filed as required.

(n) Each preliminary prospectus filed as part of the Registration Statement as originally filed or as part of any amendment thereto, or filed pursuant to Rule 424 or Rule 462 under the Securities Act, complied when so filed in all material respects with the Securities Act and the applicable rules and regulations of the Commission thereunder.

(o) The Company is not and, after giving effect to the offering and sale of the Shares and the application of the proceeds thereof as described in the Prospectus, will not be an "investment company" as such term is defined in the Investment Company Act of 1940, as amended.

(p) There is no owner of any securities of the Company who has any right, not effectively satisfied or waived, to require registration of any shares of capital stock of the Company in connection with the filing of the Registration Statement or the sale of any shares thereunder.

(q) The Company and the Subsidiary (i) are in compliance with any and all applicable foreign, federal, state and local laws and regulations relating to the protection of human health and safety, the environment or hazardous or toxic substances or wastes, pollutants or contaminants ("Environmental Laws"), (ii) have received all permits, licenses or other approvals required of them under applicable Environmental Laws to conduct their respective businesses and (iii) are in compliance with all terms and conditions of any such permit, license or approval, except where such noncompliance with Environmental Laws, failure to receive required permits, licenses or other approvals or failure to comply with the terms and conditions of such permits, licenses or approvals would not, singly or in the aggregate, have a material adverse effect on the Company and the Subsidiary, taken as a whole.

(r) The Company has conducted a limited review of the effect of Environmental Laws on the business, operations and properties of the Company and the

Subsidiary. On the basis of such review, the Company has reasonably concluded that any costs and liabilities required for clean-up, closure of properties or compliance with Environmental Laws would not, singly or in the aggregate, have a material adverse effect on the Company and the Subsidiary, taken as a whole.

(s) There are no contracts, agreements or understandings between the Company and any person granting such person the right to require the Company to file a registration statement under the Securities Act with respect to any securities of the Company or to require the Company to include such securities with the Shares registered pursuant to the Registration Statement.

(t) The Company has complied with all provisions of Section 517.075, Florida Statutes relating to doing business with the Government of Cuba or with any person or affiliate located in Cuba.

(u) The Company and the Subsidiary are insured by insurers of recognized financial responsibility against such losses and risks and in such amounts as are prudent and customary in the businesses in which they are engaged; neither the Company nor the Subsidiary has been refused any material insurance coverage sought or applied for; and neither the Company nor the Subsidiary has any reason to believe that it will not be able to renew its existing insurance coverage as and when such coverage expires or to obtain similar coverage from similar insurers as may be necessary to continue its business at a cost that would not materially and adversely affect the condition, financial or otherwise, or the earnings, business or operations of the Company and the Subsidiary, taken as a whole, except as described in or contemplated by the Prospectus.

(v) Except as specifically disclosed in the Prospectus, (i) the Company and the Subsidiary own or possess adequate licenses or other rights to use all patents, copyrights, trademarks, service marks, trade names, technology and know-how necessary to conduct their respective businesses in the manner described in the Prospectus, (ii) neither the Company nor the Subsidiary has received any notice of infringement or conflict with asserted rights of others with respect to any patents, copyrights, trademarks, service marks, trade names, technology or know-how that could reasonably be expected to result in any material adverse effect upon the Company and the Subsidiary, taken as a whole, and (iii) the discoveries, inventions, products or processes of the Company and the Subsidiary referred to in the Prospectus do not, to the best knowledge of the Company, infringe or conflict with any right or patent of any third party, or any discovery, invention, product or process that could reasonably be expected to have a material adverse effect on the Company and the Subsidiary, taken as a whole.

(w) The Company and the Subsidiary possess all consents, approvals, orders, certificates, authorizations and permits issued by, and has made all declarations and filings with, all appropriate federal, state or foreign governmental and self-regulatory authorities and all courts and other tribunals necessary to conduct their respective businesses and to own, lease, license and use their properties in the manner described in the Prospectus, except to the extent that the failure to obtain or file would not have a material adverse effect on the Company

and the Subsidiary, taken as a whole, and neither the Company nor the Subsidiary has received any notice of proceedings related to the revocation or modification of any such consent, approval, order, certificate, authorization or permit that, singly or in the aggregate, could reasonably be expected to result in a material adverse change in the condition, financial or otherwise, or in the earnings, business or operations of the Company and the Subsidiary, taken as a whole.

(x) _____ and _____ outstanding shares of the Common Stock and securities convertible into or exercisable or exchangeable for Common Stock, respectively, are subject to valid, binding and enforceable agreements (collectively, the "Lock-Up Agreements") that restrict the holders thereof from selling, making any short sale of, granting any option for the purchase of, or otherwise transferring or disposing of, any of such shares of Common Stock, or any such securities convertible or exercisable or exchangeable for Common Stock, for a period of 90 days, respectively, after the date of the Prospectus without the prior written consent of Morgan Stanley.

(y) As of the date the Registration Statement became effective, the Common Stock was authorized for quotation on The Nasdaq National Market upon official notice of issuance.

(z) The Company has not taken and will not take, directly or indirectly, any action designed to cause or result in, or which constitutes or which might reasonably be expected to constitute, the stabilization or manipulation of the price of the shares of Common Stock to facilitate the sale or resale of the Shares.

(aa) The Company does not own any equity or capital interests in any corporation, partnership, joint venture, association or other entity, other than the Subsidiary.

(bb) The Agreement and Plan of Merger (the "Plan of Merger") by and between the Company and the Predecessor has been duly authorized by all necessary Board of Directors and stockholder action on part of the Company and the Predecessor and has been duly executed and delivered by each of the parties thereto.

(cc) The execution and delivery of the Plan of Merger and the consummation of the merger contemplated thereby do not contravene any provision of applicable law or the certificate of incorporation or bylaws of the Company or the articles of incorporation or bylaws of the Predecessor or any judgment or decree of any governmental body, agency or court having jurisdiction over the Predecessor or the Subsidiary, and no consent, approval, authorization or order of or qualification with any governmental body or agency is required for the performance by the Company and the Predecessor of their respective obligations under the Plan of Merger except such as have been obtained or are not material to the Company; the consummation of the Reincorporation does not contravene, or result in any breach of, or constitute a default under (or constitute any event which with notice, lapse of time or both would constitute a breach of or default under), any provision of any agreement or other instrument binding upon the Company or the Subsidiary and identified by the Company as material (the "Material Agreements").

(dd) The merger contemplated by the Plan of Merger is effective under the laws of the State of California and the State of Delaware; the Company has succeeded to all of the rights, privileges, powers and franchises, and is subject to all of the restrictions, disabilities and duties, of the Predecessor as provided under Section 259 of the Delaware General Corporation Law; to the knowledge of such counsel, the Company has succeeded to all of the rights of the Predecessor with respect to each Material Agreement of the Predecessor, and all required material consents to the merger and assignments with respect to such Material Agreements have been obtained; all of the shares of capital stock of the Company have the same rights, preferences and privileges (except for differences resulting from applicable law) as described in the Prospectus; all of the outstanding options of the Predecessor outstanding as of the date set forth in the Prospectus are outstanding for that number of shares of Common Stock of the Company as described in the Prospectus, other than options which have terminated or expired by their terms and not as a result of the Reincorporation; the issuance of capital stock by the Company in the Reincorporation was in compliance with all applicable registration and qualification provisions of state securities or blue sky laws as are identified therein and was exempt from registration under the Securities Act.

2. AGREEMENTS TO SELL AND PURCHASE. The Company hereby agrees to sell to the several Underwriters, and each Underwriter, upon the basis of the representations and warranties herein contained, but subject to the conditions hereinafter stated, agrees, severally and not jointly, to purchase from the Company at \$_____ a share (the "Purchase Price") the number of Firm Shares set forth in Schedule I hereto opposite the name of such Underwriter.

On the basis of the representations and warranties contained in this Agreement, and subject to its terms and conditions, the Company agrees to sell to the Underwriters the Additional Shares, and the Underwriters shall have a one-time right to purchase, severally and not jointly, up to 300,000 Additional Shares at the Purchase Price. If you, on behalf of the Underwriters, elect to exercise such option, you shall so notify the Company in writing not later than 30 days after the date of this Agreement, which notice shall specify the number of Additional Shares to be purchased by the Underwriters and the date on which such shares are to be purchased. Such date may be the same as the Closing Date (as defined below) but not earlier than the Closing Date nor later than ten business days after the date of such notice. Additional Shares may be purchased as provided in Section 4 hereof solely for the purpose of covering over-allotments made in connection with the offering of the Firm Shares. If any Additional Shares are to be purchased, each Underwriter agrees, severally and not jointly, to purchase the number of Additional Shares (subject to such adjustments to eliminate fractional shares as you may determine) that bears the same proportion to the total number of Additional Shares to be purchased as the number of Firm Shares set forth in Schedule I hereto opposite the name of such Underwriter bears to the total number of Firm Shares.

The Company hereby agrees that, without the prior written consent of Morgan Stanley & Co. Incorporated on behalf of the Underwriters, it will not, during the period ending 90 days after the date of the Prospectus, (i) offer, pledge, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of

Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, the economic consequences of ownership of the Common Stock, whether any such transaction described in clause (i) or (ii) above is to be settled by delivery of Common Stock or such other securities, in cash or otherwise, other than (a) the Shares to be offered hereunder, (b) any shares of Common Stock sold or issued upon exercise of an option or warrant or the conversion of a security outstanding on the date hereof described in the Prospectus or of which the Underwriters have been advised in writing, (c) shares of Common Stock to be registered pursuant to a Registration Statement on Form S-8, or (d) the grant of options pursuant to the Company's 1988 Employee Stock Option Plan or the 1993 Non-Employee Directors Stock Option Plan as to shares reserved for issuance under such plans as of the Closing, including any shares subject to outstanding options which become available for future grant under such plans upon termination of previously issued options. The foregoing sentence shall not apply to the Shares to be sold hereunder.

3. TERMS OF PUBLIC OFFERING. The Company is advised by you that the Underwriters propose to make a public offering of their respective portions of the Shares as soon after the Registration Statement and this Agreement have become effective as in your judgment is advisable. The Company is further advised by you that the Shares are to be offered to the public initially at \$_____ a share (the "Public Offering Price") and to certain dealers selected by you at a price that represents a concession not in excess of \$_____ a share under the Public Offering Price, and that any Underwriter may allow, and such dealers may reallow, a concession, not in excess of \$_____ a share, to any Underwriter or to certain other dealers.

4. PAYMENT AND DELIVERY. Payment for the Firm Shares to be sold by the Company shall be made to the Company in Federal or other funds immediately available in New York City against delivery of such Firm Shares for the respective accounts of the several Underwriters at 10:00 A.M., New York City time, on _____, 1998, or at such other time on the same or such other date, not later than _____, 1998, as shall be designated in writing by you. The time and date of such payment are hereinafter referred to as the "Closing Date."

Payment for any Additional Shares shall be made to the Company in Federal or other funds immediately available in New York City against delivery of such Additional Shares for the respective accounts of the several Underwriters at 10:00 A.M., New York City time, on the date specified in the notice described in Section 2 or on such other date, in any event not later than _____, 1998, as shall be designated in writing by you. The time and date of such payment are hereinafter referred to as the "Option Closing Date."

Certificates for the Firm Shares and Additional Shares shall be in definitive form and registered in such names and in such denominations as you shall request in writing not later than one full business day prior to the Closing Date or the Option Closing Date, as the case may be. The certificates evidencing the Firm Shares and Additional Shares shall be delivered to you on the Closing Date or the Option Closing Date, as the case may be, for the respective accounts of the several Underwriters, with any transfer taxes payable in connection with the transfer of the Shares to the Underwriters duly paid, against payment of the Purchase Price therefor.

5. CONDITIONS TO THE UNDERWRITER' OBLIGATIONS. The obligations of the Company to sell the Shares to the Underwriters and the several obligations of the Underwriters to purchase and pay for the Shares on the Closing Date are subject to the condition that the Registration Statement shall have become effective not later than 4:30 p.m. (New York City time) on the date hereof.

The several obligations of the Underwriters are subject to the following further conditions:

(a) Subsequent to the execution and delivery of this Agreement and prior to the Closing Date:

(i) there shall not have occurred any downgrading, nor shall any notice have been given of any intended or potential downgrading or of any review for a possible change that does not indicate the direction of the possible change, in the rating accorded any of the Company's securities by any "nationally recognized statistical rating organization," as such term is defined for purposes of Rule 436(g)(2) under the Securities Act; and

(ii) there shall not have occurred any change, or any development involving a prospective change, in the condition, financial or otherwise, or in the earnings, business or operations of the Company and the Subsidiary, taken as a whole, from that set forth in the Prospectus that, in your judgment, is material and adverse and that makes it, in your judgment, impracticable to market the Shares on the terms and in the manner contemplated in the Prospectus.

(b) The Underwriters shall have received on the Closing Date a certificate, dated the Closing Date and signed by an executive officer of the Company, to the effect set forth in clause (a)(i) above and to the effect that the representations and warranties of the Company contained in this Agreement are true and correct as of the Closing Date and that the Company has complied with all of the agreements and satisfied all of the conditions on its part to be performed or satisfied hereunder on or before the Closing Date.

The officer signing and delivering such certificate may rely upon the best of his or her knowledge as to proceedings threatened.

(c) The Underwriters shall have received on the Closing Date an opinion of Brobeck, Phleger & Harrison LLP, outside counsel for the Company, dated the Closing Date, to the effect that:

(i) the Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of Delaware, with full corporate power and authority to own or lease its properties and conduct its business as described in the Registration Statement and Prospectus;

(ii) other than the Subsidiary, the Company has no subsidiaries;

(iii) the authorized capital stock of the Company conforms as to legal matters in all material respects to the description thereof contained in the Registration Statement and Prospectus;

(iv) the outstanding shares of capital stock of the Company have been duly and validly authorized and issued, and are not subject to any preemptive or similar rights;

(v) the shares to be sold by the Company have been duly authorized and, when issued and delivered in accordance with the terms of this agreement, will be duly and validly authorized and issued, fully paid and nonassessable, and will not be subject to any preemptive or similar rights;

(vi) to the best of such counsel's knowledge, after due inquiry, no holders of securities of the Company have rights against the Company which have not been waived to the registration of shares of Common Stock or other securities because of the filing of the Registration Statement by the Company or the offering contemplated thereby;

(vii) this agreement has been duly authorized, executed and delivered by the Company;

(viii) the execution and delivery by the Company of, and the performance by the Company of its obligations under this agreement will not contravene any provision of applicable law or the certificate of incorporation or bylaws of the Company or the Subsidiary, or, to the best of such counsel's knowledge, any judgment, order or decree of any governmental body, agency or court having jurisdiction over the Company or any of its property or the Subsidiary or any of its property, or, to the best of such counsel's knowledge, constitute a breach or default under any Material Agreement, and no consent, approval, authorization or order of or qualification with any governmental body or agency is required for the performance by the Company of its obligations under this agreement, except such as may be required by the securities or blue sky laws of the various states (on which such counsel expresses no opinion) in connection with the purchase and distribution of the shares by the Underwriters;

(ix) the statements (a) in the Prospectus under the captions "Description of Capital Stock" and "Business -- Strategic Alliances" and (b) in the Registration Statement in Item 15, in each case insofar as such statements constitute summaries of the legal matters, documents or proceedings referred to therein, fairly present the information called for with respect to such legal matters, documents and proceedings and fairly summarize the matters referred to therein;

(x) such counsel does not know of any legal or governmental proceeding pending or threatened to which the Company or the Subsidiary is or may become a party or to which any of the properties of the Company or any of the properties of the Subsidiary is or may become subject that is required to be described in the Registration Statement or the Prospectus and is not so described, or of any statute, regulation, contract or other document that

is required to be described in the Registration Statement or the Prospectus or to be filed as an exhibit to the Registration Statement that is not described or filed as required; and

(xi) the Registration Statement has become effective under the Securities Act, and no stop order proceedings suspending the effectiveness of the Registration Statement have been instituted or threatened or are pending under the Securities Act and any required filing of the Prospectus and any supplement thereto pursuant to Rule 424(b) under the Securities Act has been made in the manner and within the time period required by such Rule 424(b).

In addition to rendering legal advice and assistance to the Company in the course of the preparation of the Registration Statement and the Prospectus, involving, among other things, discussions and inquiries concerning various legal matters and the review of certain corporate records, documents and proceedings such counsel also participated in conferences with certain officers and other representatives of the Company, including its independent public accountants and with the Underwriters and their counsel at which the contents of the Registration Statement, the Prospectus (but not including the incorporated documents) and related matters were discussed and have generally reviewed and discussed with such persons the content of the incorporated documents. Such counsel has not, however, except with respect to matters expressly covered by this opinion, independently checked or verified the accuracy, completeness or fairness of the information contained in the Registration Statement, the Prospectus and the incorporated documents.

In addition to the matters set forth above, counsel rendering the foregoing opinion shall also include a statement to the effect that nothing has come to the attention of such counsel that causes it to believe that (i) each of the incorporated documents (except for financial statements) complied as to form when filed with the Commission in all material respects with the requirements of the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable, and the rules and regulations of the Commission thereunder; (ii) the Registration Statement and the Prospectus (except for the financial statements), as of the effective date of the Registration Statement, complied as to form in all material respects with the requirements of the Securities Act and the applicable rules and regulations of the Commission thereunder; and (iii) neither the Registration Statement nor the Prospectus (except for the financial statements), as of such effective date, contained any untrue statement of a material fact or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading or that (except for the financial statements) the Prospectus, as of the Closing Date, contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements therein, in light of the circumstances under which they were made, not misleading.

(d) You shall have received on the Closing Date the opinion of Burns, Doane, Sweeker & Mathis, intellectual property counsel for the Company, dated the Closing Date, to the effect that:

(i) to the best of such counsel's knowledge, such counsel is not aware of any legal actions, claims or proceedings pending or threatened against the Company alleging that the Company is infringing or otherwise violating any patents or trade secrets owned by others and to the best of such counsel's knowledge, the Company has not received any communication in which it is alleged that the Company is infringing or violating the patent rights of third parties;

(ii) the portions of the Registration Statement entitled "Risk Factors -- Patents and Proprietary Rights" and "Business -- Patents and Proprietary Rights" (collectively, the "Intellectual Property Portion") contain accurate and complete descriptions of the Company's patent applications, issued and allowed patents, and patents licensed to the Company and fairly summarized the legal matters, documents and proceedings relating thereto;

(iii) to the best of such counsel's knowledge, at least ____ United States patent has issued to the Company, and that the Company is the Assignee of record, and that the patent is being maintained by the Company;

(iv) to the best of such counsel's knowledge, at least ____ additional U.S. patent applications have been filed by the Company in the U.S. Patent and Trademark Office; that those pending patent applications have been properly prepared as to form and have been assigned to the Company which Assignments are either recorded in the U.S. Patent and Trademark Office or have been submitted for recording in the U.S. Patent and Trademark Office; and that each of these patent applications is being pursued by the Company;

(v) with respect to patent applications that have assignments to the Company and other entities, the Company has obtained appropriate licenses from such other entities;

(vi) to the best of such counsel's knowledge, ____ foreign counterpart patent applications have been filed on behalf of the Company;

(vii) to the extent that the Intellectual Property Portion contains descriptions which constitute matters of law or legal conclusions, these descriptions are correct in all material respects and fairly present the patent situation of the Company;

(viii) to the best of such counsel's knowledge, there are no legal or governmental proceedings other than patent applications pending, relating to patent rights of the Company to which the Company is a party and, to such counsel's knowledge, no such proceedings are threatened or contemplated by governmental authorities or others;

(ix) although such counsel has not conducted all necessary freedom of operation opinions, to the best of such counsel's knowledge, all patents held by third parties, of which such counsel is aware, that could prevent the Company from manufacturing and selling, in the United States and abroad, the compositions and methods claimed in the patent applications described in an exhibit to such counsel's opinion, have been disclosed by such counsel in the Registration Statement or the Prospectus;

(x) in addition, although such counsel has not independently verified the accuracy, completeness or fairness of the statements contained in the Registration Statement or the Prospectus (except that such counsel has independently verified the accuracy of the matters contained in subsections (iii), (iv) and (vi) of this paragraph (d)), nothing has come to such counsel's attention that leads such counsel to believe that the statements in the Intellectual Property Portion in (a) the Registration Statement, at the time it became effective or at the Closing Date, contained or contain an untrue statement of a material fact or omit or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading as to intellectual property matters, or (b) the Prospectus, as of the date of the Prospectus or at the Closing Date, contained or contain an untrue statement of a material fact or omitted or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading as to intellectual property matters (it being understood that such counsel has not participated in the negotiation of or reviewed the Company's license agreements and such counsel has not undertaken any independent investigation as to whether the Company is infringing any patents or other rights of others or whether the Company owns or possesses sufficient licenses or other rights to use all patents or other rights necessary for the conduct of the Company's business).

(e) you shall have received on the Closing Date an opinion of Buc & Beardsley, regulatory affairs counsel for the Company, dated the Closing Date, to the effect that:

(i) the statements in the Prospectus under the captions "Risk Factors -- Lengthy Regulatory Process; No Assurance of Additional Regulatory Approvals" and "Business -- Government Regulation," and footnote one to the table under "Business -- Products and Products Under Development" (the "Regulatory Portion") insofar as they refer to statements summarizing applicable provisions of the Federal Food, Drug, and Cosmetic Act (FDCA), as amended Public Health Service Act (PHSA), and implementing regulations are correct in all material respects.

(ii) in addition, although such counsel has made no independent inquiry, nothing has come to such counsel's attention that would lead such counsel to believe that the statements in the Regulatory Portion of (a) the Registration Statement, at the time it became effective or at the Closing Date, contained or contain an untrue statement of a material fact or omit or omitted to state a material fact required to be stated therein or necessary to make the statements therein not misleading, or (b) the Prospectus, as of the date of the Prospectus or at the Closing Date, contained or contain an untrue statement of a material fact or omitted or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

(f) You shall have received on the Closing Date an opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, counsel for the Underwriters, dated the Closing Date, covering the matters referred to in subparagraphs (v), (vii), (ix) (but only as to the statements in the Prospectus under "Description of Capital Stock" and "Underwriters"), and the second paragraph following the enumerated opinions in paragraph (c)

above (but only as to subparagraphs (ii) and (iii) of the second paragraph following the enumerated opinions in paragraph (c) above).

With respect to the second paragraph following the enumerated opinions in paragraph (c) above and paragraph (f) above, Brobeck, Phleger & Harrison LLP and Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP may state that their opinion and belief are based upon their participation in the preparation of the Registration Statement and Prospectus and any amendments or supplements thereto and review and discussion of the contents thereof, but are without independent check or verification, except as specified.

The opinions of Burns, Doane, Sweeker & Mathis and Buc & Beardsley described in paragraphs (d) and (e) above shall be rendered to the Underwriters at the request of the Company and shall so state therein.

(g) The Underwriters shall have received, on each of the date hereof and the Closing Date, a letter dated the date hereof or the Closing Date, as the case may be, in form and substance satisfactory to the Underwriters, from KPMG Peat Marwick LLP, independent public accountants, containing statements and information of the type ordinarily included in accountants' "comfort letters" to underwriters with respect to the financial statements and certain financial information contained in the Registration Statement and the Prospectus; provided that the letter delivered on the Closing Date shall use a "cut-off date" not earlier than the date hereof.

(h) The "lock-up" agreements, each substantially in the form of Exhibit A hereto, between you and certain shareholders, officers and directors of the Company relating to sales and certain other dispositions of shares of Common Stock or certain other securities, delivered to you on or before the date hereof, shall be in full force and effect on the Closing Date.

The several obligations of the Underwriters to purchase Additional Shares hereunder are subject to the delivery to you on the Option Closing Date of such documents as you may reasonably request with respect to the good standing of the Company, the due authorization and issuance of the Additional Shares and other matters related to the issuance of the Additional Shares.

6. COVENANTS OF THE COMPANY. In further consideration of the agreements of the Underwriters herein contained, the Company covenants with each Underwriter as follows:

(a) To furnish to you, without charge, three (3) signed copies (in original or by facsimile) of the Registration Statement (including exhibits thereto) and for delivery to each other Underwriter a conformed copy of the Registration Statement (without exhibits thereto) and to furnish to you in New York City, without charge, prior to 3:00 P.M. New York City time on the business day next succeeding the date of this Agreement and during the period mentioned in paragraph (c) below, as many copies of the Prospectus and any supplements and amendments thereto or to the Registration Statement as you may reasonably request.

(b) Before amending or supplementing the Registration Statement or the Prospectus, to furnish to you a copy of each such proposed amendment or supplement and not to file any such proposed amendment or supplement to which you reasonably object, and to file with the Commission within the applicable period specified in Rule 424(b) under the Securities Act any prospectus required to be filed pursuant to such Rule.

(c) If, during such period after the first date of the public offering of the Shares as in the reasonable opinion of counsel for the Underwriters the Prospectus is required by law to be delivered in connection with sales by an Underwriter or dealer, any event shall occur or condition exist as a result of which it is necessary to amend or supplement the Prospectus in order to make the statements therein, in the light of the circumstances when the Prospectus is delivered to a purchaser, not misleading, or if, in the opinion of counsel for the Underwriters, it is necessary to amend or supplement the Prospectus to comply with applicable law, forthwith to prepare, file with the Commission and furnish, at its own expense, to the Underwriters and to the dealers (whose names and addresses you will furnish to the Company) to which Shares may have been sold by you on behalf of the Underwriters and to any other dealers upon request, either amendments or supplements to the Prospectus so that the statements in the Prospectus as so amended or supplemented will not, in the light of the circumstances when the Prospectus is delivered to a purchaser, be misleading or so that the Prospectus, as amended or supplemented, will comply with law.

(d) To endeavor to qualify the Shares for offer and sale under the securities or Blue Sky laws of such jurisdictions as you shall reasonably request.

(e) To make generally available to the Company's security holders and to you as soon as practicable an earning statement covering the twelve-month period ending _____, 199_ that satisfies the provisions of Section 11(a) of the Securities Act and the rules and regulations of the Commission thereunder.

(f) Whether or not the transactions contemplated in this Agreement are consummated or this Agreement is terminated, to pay or cause to be paid all expenses incident to the performance of its obligations under this Agreement, including: (i) the fees, disbursements and expenses of the Company's counsel and the Company's accountants in connection with the registration and delivery of the Shares under the Securities Act and all other fees or expenses in connection with the preparation and filing of the Registration Statement, any preliminary prospectus, the Prospectus and amendments and supplements to any of the foregoing, including all printing costs associated therewith, and the mailing and delivering of copies thereof to the Underwriters and dealers, in the quantities hereinabove specified, (ii) all costs and expenses related to the transfer and delivery of the Shares to the Underwriters, including any transfer or other taxes payable thereon, (iii) the cost of printing or producing any Blue Sky or Legal Investment memorandum in connection with the offer and sale of the Shares under state securities laws and all expenses in connection with the qualification of the Shares for offer and sale under state securities laws as provided in Section 6(d) hereof, including filing fees and the reasonable fees and disbursements of counsel for the Underwriters in connection with such qualification and in connection with the Blue Sky or Legal Investment memorandum,

(iv) all filing fees and disbursements of counsel to the Underwriters incurred in connection with the review and qualification of the offering of the Shares by the National Association of Securities Dealers, Inc., (v) all costs and expenses incident to listing the Shares on Nasdaq National Market, (vi) the cost of printing certificates representing the Shares, (vii) the costs and charges of any transfer agent, registrar or depository, (viii) the costs and expenses of the Company relating to investor presentations on any "road show" undertaken in connection with the marketing of the offering of the Shares, including, without limitation, expenses associated with the production of road show slides and graphics, fees and expenses of any consultants engaged in connection with the road show presentations with the prior approval of the Company, travel and lodging expenses of the representatives and officers of the Company and any such consultants, and the cost of any aircraft chartered in connection with the road show, and (ix) all other costs and expenses incident to the performance of the obligations of the Company hereunder for which provision is not otherwise made in this Section. It is understood, however, that except as provided in this Section, Section 7 entitled "Indemnity and Contribution", and the last paragraph of Section 9 below, the Underwriters will pay all of their costs and expenses, including fees and disbursements of their counsel, stock transfer taxes payable on resale of any of the Shares by them and any advertising expenses connected with any offers they may make.

(g) To not release any shares of Common Stock from any restrictions imposed upon such shares by the Lock-Up Agreements without the prior written consent of Morgan Stanley.

7. INDEMNITY AND CONTRIBUTION.

(a) The Company agrees to indemnify and hold harmless each Underwriter and each person, if any, who controls any Underwriter within the meaning of either Section 15 of the Securities Act or Section 20 of the Exchange Act from and against any and all losses, claims, damages and liabilities (including, without limitation, any legal or other expenses reasonably incurred by any Underwriter or any such controlling person in connection with defending or investigating any such action or claim) caused by any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement or any amendment thereof, any preliminary prospectus or the Prospectus (as amended or supplemented if the Company shall have furnished any amendments or supplements thereto), or caused by any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading, except insofar as such losses, claims, damages or liabilities are caused by any such untrue statement or omission or alleged untrue statement or omission based upon information relating to any Underwriter furnished to the Company in writing by such Underwriter through you expressly for use therein; provided, however, that the foregoing indemnity agreement with respect to any preliminary prospectus shall not inure to the benefit of any Underwriter, or any person controlling such Underwriter, from whom that person asserting any such losses, claims, damages or liabilities purchased Shares, if a copy of the Prospectus (as then amended or supplemented if the Company shall have furnished any amendments or supplements thereto) was not sent or given by or on behalf of such Underwriter to such person, if required by law so to have been delivered, at or prior to the written

confirmation of the sale of the Shares to such person, and if the Prospectus (as so amended or supplemented) would have cured the defect giving rise to such loss, claim, damage or liability.

(b) Each Underwriter agrees, severally and not jointly, to indemnify and hold harmless the Company, each of the directors of the Company, each of the officers of the Company who sign the Registration Statement and each person, if any, who controls the Company within the meaning of either Section 15 of the Securities Act or Section 20 of the Exchange Act from and against any and all losses, claims, damages and liabilities (including, without limitation, any legal or other expenses reasonably incurred in connection with defending or investigating any such action or claim) caused by any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement or any amendment thereof, any preliminary prospectus or the Prospectus (as amended or supplemented if the Company shall have furnished any amendments or supplements thereto), or caused by any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading, but only with reference to information relating to such Underwriter furnished to the Company in writing by such Underwriter through you expressly for use in the Registration Statement, any preliminary prospectus, the Prospectus or any amendments or supplements thereto.

(c) In case any proceeding (including any governmental investigation) shall be instituted involving any person in respect of which indemnity may be sought pursuant to paragraph (a) or (b) of this Section 7, such person (the "indemnified party") shall promptly notify the person against whom such indemnity may be sought (the "indemnifying party") in writing and the indemnifying party, upon request of the indemnified party, shall retain counsel reasonably satisfactory to the indemnified party to represent the indemnified party and any others the indemnifying party may designate in such proceeding and shall pay the fees and disbursements of such counsel related to such proceeding. In any such proceeding, any indemnified party shall have the right to retain its own counsel, but the fees and expenses of such counsel shall be at the expense of such indemnified party unless (i) the indemnifying party and the indemnified party shall have mutually agreed to the retention of such counsel or (ii) the named parties to any such proceeding (including any impleaded parties) include both the indemnifying party and the indemnified party and representation of both parties by the same counsel would be inappropriate due to actual or potential differing interests between them. It is understood that the indemnifying party shall not, in respect of the legal expenses of any indemnified party in connection with any proceeding or related proceedings in the same jurisdiction, be liable for the fees and expenses of more than one separate firm (in addition to any local counsel) for (i) all Underwriters and all persons, if any, who control any Underwriter within the meaning of either Section 15 of the Securities Act or Section 20 of the Exchange Act, and (ii) the Company, its directors, its officers who sign the Registration Statement and each person, if any, who controls the Company within the meaning of either such Section and that all such fees and expenses shall be reimbursed as they are incurred. In the case of any such separate firm for the Underwriters and such control persons of the Underwriters, such firm shall be designated in writing by Morgan Stanley & Co. Incorporated. In the case of any such separate firm for the Company, and such directors, officers and control persons of the Company, such firm shall be designated in writing by the Company. The indemnifying party shall not be liable for any

settlement of any proceeding effected without its written consent, but if settled with such consent or if there be a final judgment for the plaintiff, the indemnifying party agrees to indemnify the indemnified party from and against any loss or liability by reason of such settlement or judgment. Notwithstanding the foregoing sentence, if at any time an indemnified party shall have requested an indemnifying party to reimburse the indemnified party for fees and expenses of counsel as contemplated by the second and third sentences of this paragraph, the indemnifying party agrees that it shall be liable for any settlement of any proceeding effected without its written consent if (i) such settlement is entered into more than 30 days after receipt by such indemnifying party of the aforesaid request and (ii) such indemnifying party shall not have reimbursed the indemnified party in accordance with such request prior to the date of such settlement. No indemnifying party shall, without the prior written consent of the indemnified party, effect any settlement of any pending or threatened proceeding in respect of which any indemnified party is or could have been a party and indemnity could have been sought hereunder by such indemnified party, unless such settlement includes an unconditional release of such indemnified party from all liability on claims that are the subject matter of such proceeding.

(d) To the extent the indemnification provided for in paragraph (a) or (b) of this Section 7 is unavailable to an indemnified party or insufficient in respect of any losses, claims, damages or liabilities referred to therein, then each indemnifying party under such paragraph, in lieu of indemnifying such indemnified party thereunder, shall contribute to the amount paid or payable by such indemnified party as a result of such losses, claims, damages or liabilities (i) in such proportion as is appropriate to reflect the relative benefits received by the indemnifying party or parties on the one hand and the indemnified party or parties on the other hand from the offering of the Shares or (ii) if the allocation provided by clause (i) above is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) above but also the relative fault of the indemnifying party or parties on the one hand and of the indemnified party or parties on the other hand in connection with the statements or omissions that resulted in such losses, claims, damages or liabilities, as well as any other relevant equitable considerations. The relative benefits received by the Company on the one hand and the Underwriters on the other hand in connection with the offering of the Shares shall be deemed to be in the same respective proportions as the net proceeds from the offering of the Shares (before deducting expenses) received by the Company and the total underwriting discounts and commissions received by the Underwriters, in each case as set forth in the table on the cover of the Prospectus, bear to the aggregate Public Offering Price of the Shares. The relative fault of the Company on the one hand and the Underwriters on the other hand shall be determined by reference to, among other things, whether the untrue or alleged untrue statement of a material fact or the omission or alleged omission to state a material fact relates to information supplied by the Company or by the Underwriters and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission. The Underwriters' respective obligations to contribute pursuant to this Section 7 are several in proportion to the respective number of Shares they have purchased hereunder, and not joint.

(e) The Company and the Underwriters agree that it would not be just or equitable if contribution pursuant to this Section 7 were determined by pro rata allocation

(even if the Underwriters were treated as one entity for such purpose) or by any other method of allocation that does not take account of the equitable considerations referred to in paragraph (d) of this Section 7. The amount paid or payable by an indemnified party as a result of the losses, claims, damages and liabilities referred to in the immediately preceding paragraph shall be deemed to include, subject to the limitations set forth above, any legal or other expenses reasonably incurred by such indemnified party in connection with investigating or defending any such action or claim. Notwithstanding the provisions of this Section 7, no Underwriter shall be required to contribute any amount in excess of the amount by which the total price at which the Shares underwritten by it and distributed to the public were offered to the public exceeds the amount of any damages that such Underwriter has otherwise been required to pay by reason of such untrue or alleged untrue statement or omission or alleged omission. No person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. The remedies provided for in this Section 7 are not exclusive and shall not limit any rights or remedies which may otherwise be available to any indemnified party at law or in equity.

(f) The indemnity and contribution provisions contained in this Section 7 and the representations, warranties and other statements of the Company contained in this Agreement shall remain operative and in full force and effect regardless of (i) any termination of this Agreement, (ii) any investigation made by or on behalf of any Underwriter or any person controlling any Underwriter, or the Company, its officers or directors or any person controlling the Company and (iii) acceptance of and payment for any of the Shares.

8. TERMINATION. This Agreement shall be subject to termination by notice given by you to the Company, if (a) after the execution and delivery of this Agreement and prior to the Closing Date (i) trading generally shall have been suspended or materially limited on or by, as the case may be, any of the New York Stock Exchange, the American Stock Exchange, the National Association of Securities Dealers, Inc., the Chicago Board of Options Exchange, the Chicago Mercantile Exchange or the Chicago Board of Trade, (ii) trading of any securities of the Company shall have been suspended on any exchange or in any over-the-counter market, (iii) a general moratorium on commercial banking activities in New York shall have been declared by either Federal or New York State authorities or (iv) there shall have occurred any outbreak or escalation of hostilities or any change in financial markets or any calamity or crisis that, in your judgment, is material and adverse and (b) in the case of any of the events specified in clauses (a) (i) through (iv), such event, singly or together with any other such event, makes it, in your judgment, impracticable to market the Shares on the terms and in the manner contemplated in the Prospectus.

9. EFFECTIVENESS: DEFAULTING UNDERWRITERS. This Agreement shall become effective upon the execution and delivery hereof by the parties hereto.

If, on the Closing Date or the Option Closing Date, as the case may be, any one or more of the Underwriters shall fail or refuse to purchase Shares that it has or they have agreed to purchase hereunder on such date, and the aggregate number of Shares which such defaulting Underwriter or Underwriters agreed but failed or refused to purchase is not more than one-tenth

of the aggregate number of the Shares to be purchased on such date, the other Underwriters shall be obligated severally in the proportions that the number of Firm Shares set forth opposite their respective names in Schedule I bears to the aggregate number of Firm Shares set forth opposite the names of all such non-defaulting Underwriters, or in such other proportions as you may specify, to purchase the Shares which such defaulting Underwriter or Underwriters agreed but failed or refused to purchase on such date; provided that in no event shall the number of Shares that any Underwriter has agreed to purchase pursuant to this Agreement be increased pursuant to this Section 9 by an amount in excess of one-ninth of such number of Shares without the written consent of such Underwriter.

If, on the Closing Date, any Underwriter or Underwriters shall fail or refuse to purchase Firm Shares and the aggregate number of Firm Shares with respect to which such default occurs is more than one-tenth of the aggregate number of Firm Shares to be purchased, and arrangements satisfactory to you and the Company for the purchase of such Firm Shares are not made within 36 hours after such default, this Agreement shall terminate without liability on the part of any non-defaulting Underwriter or the Company. In any such case you shall have the right to postpone the Closing Date, but in no event for longer than seven days, in order that the required changes, if any, in the Registration Statement and in the Prospectus or in any other documents or arrangements may be effected. If, on the Option Closing Date, any Underwriter or Underwriters shall fail or refuse to purchase Additional Shares and the aggregate number of Additional Shares with respect to which such default occurs is more than one-tenth of the aggregate number of Additional Shares to be purchased, the non-defaulting Underwriters shall have the option to (i) terminate their obligation hereunder to purchase Additional Shares or (ii) purchase not less than the number of Additional Shares that such non-defaulting Underwriters would have been obligated to purchase in the absence of such default. Any action taken under this paragraph shall not relieve any defaulting Underwriter from liability in respect of any default of such Underwriter under this Agreement.

If this Agreement shall be terminated by the Underwriters, or any of them, because of any failure or refusal on the part of the Company to comply with the terms or to fulfill any of the conditions of this Agreement, or if for any reason the Company shall be unable to perform its obligations under this Agreement, the Company will reimburse the Underwriters or such Underwriters as have so terminated this Agreement with respect to themselves, severally, for all out-of-pocket expenses (including the fees and disbursements of their counsel) reasonably incurred by such Underwriters in connection with this Agreement or the offering contemplated hereunder.

10. COUNTERPARTS. This Agreement may be signed in two or more counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

11. APPLICABLE LAW. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York.

12. HEADINGS. The headings of the sections of this Agreement have been inserted for convenience of reference only and shall not be deemed a part of this Agreement.

Very truly yours,

IDEC PHARMACEUTICALS CORPORATION

By:

Name: William H. Rastetter
Title: Chairman, CEO and President

Accepted as of the date hereof

Morgan Stanley & Co. Incorporated
Nationsbanc Montgomery Securities, Inc.

Acting severally on behalf
of themselves and the
several underwriters named
in Schedule I hereto.

By Morgan Stanley & Co.
Incorporated

By:

Name: Cathy Friedman
Title: Managing Director

SCHEDULE I

UNDERWRITER -----	NUMBER OF FIRM SHARES TO BE PURCHASED -----
Morgan Stanley & Co. Incorporated..... Nationsbanc Montgomery Securities LLC.....	
Total Firm Shares	----- 2,000,000 =====

EXHIBIT A

IDEC PHARMACEUTICALS CORPORATION
LOCK-UP LETTER

February __, 1997

Morgan Stanley & Co. Incorporated
Nationsbanc Montgomery Securities, Inc.
c/o Morgan Stanley & Co. Incorporated
1585 Broadway
New York, NY 10036

Ladies and Gentlemen:

The undersigned understands that you, as representatives (the "Representatives") of the several underwriters (the "Underwriters"), propose to enter into an Underwriting Agreement with IDEC Pharmaceuticals Corporation (the "Company") providing for the public offering (the "Public Offering") by the several Underwriters, including yourselves, of common stock of the Company (the "Common Stock").

To induce the Underwriters that may participate in the Public Offering of the Company's Common Stock to continue their efforts in connection with the Public Offering, the undersigned hereby agrees that, without the prior written consent of Morgan Stanley & Co. Incorporated on behalf of the Underwriters, it will not, during the period ending ninety (90) days after the date of the Prospectus, (1) offer, pledge, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for Common Stock, or (2) enter into any swap or other arrangement that transfers to another, in whole or in part, the economic consequences of ownership of the Common Stock, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of Common Stock or such other securities, in cash or otherwise. The foregoing sentence shall not apply to the sale of any shares to the Underwriters pursuant to the Underwriting Agreement. In addition, the undersigned agrees that, without the prior written consent of Morgan Stanley & Co. Incorporated on behalf of the Underwriters, it will not, during the period ending ninety (90) days after the date of the final Prospectus for the Public Offering, make any demand for or exercise any right with respect to, the registration of any shares of Common Stock or any security convertible into or exercisable or exchangeable for Common Stock.

The undersigned confirms that the agreements of the undersigned are irrevocable and shall be binding upon the undersigned's legal representatives successors and assigns. The

undersigned agrees and consents to the entry of stop transfer instructions with the Company's transfer agent against the transfer of securities of the Company held by the undersigned except in compliance with the terms and condition of this Agreement.

Whether or not the Public Offering actually occurs depends on a number of factors, including market conditions. Any Public Offering will only be made pursuant to an Underwriting Agreement, the terms of which are subject to agreement between the Company and the Underwriters.

Very truly yours,

(Signature)

(Print Name)

Address: -----

February 23, 1998

IDEC Pharmaceuticals Corporation
11011 Torreyana Road
San Diego, CA 92121

Re: IDEC PHARMACEUTICALS CORPORATION
REGISTRATION STATEMENT ON FORM S-3 FOR 2,300,000
SHARES OF COMMON STOCK

Ladies and Gentlemen:

We have acted as counsel to IDEC Pharmaceuticals Corporation, a Delaware corporation (the "Company"), in connection with the proposed issuance and sale by the Company of up to Two Million Three Hundred Thousand (2,300,000) shares of the Company's Common Stock (the "Shares") pursuant to the Company's Registration Statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act").

This opinion is being furnished in accordance with the requirements of Item 16 of Form S-3 and Item 6-1(b)(5)(i) of Regulation S-K.

We have examined originals or copies of (i) the Amended and Restated Certificate of Incorporation of the Company; (ii) the Bylaws of the Company; (iii) certain resolutions of the Board of Directors of the Company; and (v) such other documents and records as we have deemed necessary and relevant for the purposes hereof. In addition, we have relied on certificates of officers of the Company and certificates of public officials as to certain matters of fact relating to this opinion and have made such investigations of law as we have deemed necessary and relevant as a basis hereof.

We have assumed the genuineness of all signatures, the authenticity of all documents, certificates and records submitted to us as originals, the conformity to authentic original documents, certificates and records of all such documentation submitted to us as copies and the truthfulness of all statements of facts contained therein. Based on the foregoing and subject to the limitations set forth herein and having due regard for such legal considerations as we deem relevant, we are of the opinion that the Shares, when issued and sold in the manner described in the Registration Statement, will be validly issued, fully paid and nonassessable shares of the Common Stock.

We consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus which is part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

The foregoing opinion is based on and limited to the General Corporation Law of the State of Delaware and the relevant federal laws of the United States, and we express no opinion with respect to the laws of any other jurisdiction.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

Very truly yours,

/s/ Brobeck, Phleger & Harrison LLP

BROBECK, PHLEGER & HARRISON LLP

[KPMG LETTERHEAD]

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
IDEC Pharmaceuticals Corporation:

We consent to the use of our report included herein and our reports incorporated herein by reference and to the references to our firm under the headings "Experts" and "Selected Consolidated Financial Data" in the prospectus.

KPMG PEAT MARWICK LLP

San Diego, California
June 5, 1996

