

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 2, 2013**

**Biogen Idec Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**0-19311**  
(Commission File Number)

**33-0112644**  
(IRS Employer Identification No.)

**133 Boston Post Road, Weston, Massachusetts 02493**  
(Address of principal executive offices; Zip Code)

Registrant's telephone number, including area code: **(781) 464-2000**

**Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.02. Termination of a Material Definitive Agreement.**

The information in Item 2.01 of this Current Report on Form 8-K relating to the termination of the ANTEGREN Development and Marketing Collaboration Agreement between Biogen Idec Inc. ("Biogen Idec") and Elan Pharma International Limited dated August 15, 2000, is incorporated by reference into this Item 1.02.

**Item 2.01. Completion of Acquisition or Disposition of Assets.**

On April 2, 2013, Biogen Idec International Holding Ltd. (the "Company"), a wholly-owned subsidiary of Biogen Idec, completed its acquisition of all applicable strategic, commercial, decision-making and intellectual property rights to TYSABRI® (natalizumab) (the "Transaction"), pursuant to the terms of an Asset Purchase Agreement dated as of February 5, 2013 (the "Purchase Agreement") by and among the Company, Elan Pharma International Limited and Elan Pharmaceuticals, Inc. (collectively, "Elan").

Under the terms of the Purchase Agreement, the Company paid Elan an upfront cash payment in the aggregate amount of \$3.25 billion, which payment was funded with cash on hand. Subject to the terms of the Purchase Agreement, the Company and Elan will continue to share TYSABRI profits equally until April 30, 2013. Commencing May 1, 2013 and for the first twelve months thereafter, the Company will make contingent payments to Elan equal to 12% of global net sales of TYSABRI, and thereafter, 18% of annual global net sales of TYSABRI up to \$2.0 billion and 25% of annual global net sales of TYSABRI that exceed \$2.0 billion. In 2014 only, the \$2.0 billion threshold will be pro-rated for the portion of 2014 remaining after the completion of the first twelve months of contingent payments.

Effective upon the closing, the ANTEGREN Development and Marketing Collaboration Agreement between Biogen Idec and Elan Pharma International Limited dated August 15, 2000 was terminated in its entirety.

The forgoing description of the Transaction does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which was filed with the Securities and Exchange Commission on February 12, 2013 as Exhibit 2.1 to the Company's Current Report on Form 8-K/A and is incorporated herein by reference. A copy of the press release announcing the closing of the Transaction is filed with this report as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

The exhibits listed on the Exhibit Index immediately preceding such exhibits are filed as part of this Current Report on Form 8-K.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BIOGEN IDEC INC.**

By: /s/ Robert A. Licht  
Robert A. Licht  
Senior Vice President

Date: April 2, 2013

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Asset Purchase Agreement among Biogen Idec International Holding Ltd., Elan Pharma International Limited and Elan Pharmaceuticals, Inc. dated as of February 5, 2013 (Filed as Exhibit 2.1 to Biogen Idec Inc.'s Current Report on Form 8-K/A filed on February 12, 2013, and incorporated herein by reference).
99.1	Press release dated April 2, 2013.

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**BIOGEN IDEC COMPLETES PURCHASE OF FULL RIGHTS AND CONTROL OF TYSABRI®**

**Weston, Mass., April 2, 2013** -- Biogen Idec Inc. (NASDAQ: BIIB) today announced it has completed its purchase of Elan Corporation's interest in TYSABRI® (natalizumab) and has gained full strategic, commercial and decision-making rights to TYSABRI. The transaction was originally announced on February 6, 2013.

“Full ownership of TYSABRI is an important step for Biogen Idec that further solidifies our leadership in MS,” said George A. Scangos, Ph.D., chief executive officer of Biogen Idec. “The powerful efficacy of TYSABRI makes it an important treatment for many people living with MS and we believe it has a solid growth trajectory for years to come. We are grateful to Elan for more than a decade of collaboration on TYSABRI, and for their work to provide a seamless transition as we finalized the transaction.”

Further details and updated financial guidance will be provided during Biogen Idec's upcoming first quarter 2013 earnings announcement.

For more than two decades Biogen Idec has been a leader in multiple sclerosis (MS), offering a wide range of therapies, unsurpassed patient support, and a robust R&D program to improve the lives of people with MS. Biogen Idec also has the deepest MS pipeline in the industry with compounds that include PLEGRIDY™ (peginterferon beta-1a); daclizumab high-yield process (DAC HYP) for monthly subcutaneous administration; and an ongoing study with TYSABRI as a treatment for secondary progressive multiple sclerosis (SPMS).

**About TYSABRI**

TYSABRI is approved in more than 65 countries. TYSABRI is approved in the United States as a monotherapy for relapsing forms of MS, generally for patients who have had an inadequate response to, or are unable to tolerate, an alternative MS therapy due to the risk of progressive multifocal leukoencephalopathy (PML). In the European Union, it is approved for highly active relapsing-remitting MS (RRMS) in adult patients who have failed to respond to beta interferon or have rapidly evolving, severe RRMS.

TYSABRI has advanced the treatment of MS patients with its established efficacy. Data from the Phase 3 AFFIRM trial, which was published in the *New England Journal of Medicine*, showed that after two years, TYSABRI treatment led to a 68 percent relative reduction ( $p < 0.001$ ) in the annualized relapse rate when compared with placebo and reduced the relative risk of disability progression by 42-54 percent ( $p < 0.001$ ).

TYSABRI increases the risk of PML, an opportunistic viral infection of the brain which usually leads to death or severe disability. Infection by the JC virus (JCV) is required for the development of PML and patients who are anti-JCV antibody positive have a higher risk of developing PML. Factors that increase the risk of PML are presence of anti-JCV antibodies, prior immunosuppressant use, and longer TYSABRI treatment duration. Patients who have all three risk factors have the highest risk of developing PML. Other serious adverse events that have occurred in TYSABRI-treated patients include hypersensitivity reactions (e.g., anaphylaxis) and infections, including opportunistic and other atypical infections. Clinically significant liver injury has also been reported in the post-marketing setting. A list of adverse events can be found in the full TYSABRI product labeling for each country where it is approved.

As a result of the acquisition from Elan, TYSABRI will be marketed and distributed solely by Biogen Idec. For full prescribing information and more information about TYSABRI, please visit [www.biogenidec.com](http://www.biogenidec.com).

### **About Biogen Idec**

Biogen Idec uses cutting-edge science to discover, develop, manufacture and market therapies for serious diseases with a focus on neurology, immunology and hemophilia. Founded in 1978, Biogen Idec is the world's oldest independent biotechnology company. Patients worldwide benefit from its leading multiple sclerosis therapies and the company generates more than \$5 billion in annual revenues. For product labeling, press releases and additional information about the company, please visit [www.biogenidec.com](http://www.biogenidec.com).

### **About Elan**

Elan Corporation, plc is a neuroscience-focused biotechnology company committed to making a difference in the lives of patients and their families by dedicating itself to bringing innovations in science to fill significant unmet medical needs that continue to exist around the world. Elan's shares trade on the New York and Irish Stock Exchanges. For additional information about Elan, please visit [www.elan.com](http://www.elan.com).

### **Biogen Idec Safe Harbor Statement**

This press release contains forward-looking statements, including statements about TYSABRI's growth prospects. These forward-looking statements may be accompanied by such words as "anticipate," "believe," "could," "estimate," "expect," "forecast," "intend," "may," "plan," "potential," "project," "target," "will" and other words and terms of similar meaning. You should not place undue reliance on these statements.

These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements, including our dependence on our three principal products, AVONEX<sup>®</sup> (interferon beta-1a), TYSABRI and RITUXAN<sup>®</sup> (rituximab), the importance of TYSABRI's sales growth, uncertainty of success in commercializing and developing other products, product competition, the occurrence of adverse safety events with our products, changes in the availability of reimbursement for our products, adverse market and economic conditions, problems with our manufacturing processes and our reliance on third parties, failure to comply with government regulation, our ability to protect our intellectual property rights and have sufficient rights to market our products together with the cost of doing so, the risks of doing business internationally, failure to manage our growth and execute our growth initiatives, our ability to attract and retain qualified personnel, product liability claims, and the other risks and uncertainties that are described in the Risk Factors section of our most recent annual or quarterly report and in other reports we have filed with the SEC.

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