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

Form 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2014

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 0-19311

BIOGEN IDEC INC.

(Exact name of registrant as specified in its charter)

Delaware	**33-0112644**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

225 Binney Street, Cambridge, MA 02142
(617) 679-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files): Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o
(Do not check if a smaller reporting company)	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes o No x

The number of shares of the issuer's Common Stock, $0.0005 par value, outstanding as of April 18, 2014, was 237,199,825 shares.

BIOGEN IDEC INC.
FORM 10-Q — Quarterly Report
For the Quarterly Period Ended March 31, 2014

TABLE OF CONTENTS

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements that are based on our current beliefs and expectations. The following cautionary statements are being made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995 (the "Act") with the intention of obtaining the benefits of the "Safe Harbor" provisions of the Act. 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. Reference is made in particular to forward-looking statements regarding:

- the anticipated amount, timing and accounting of revenues, contingent payments, milestone, royalty and other payments under licensing, collaboration or acquisition agreements, tax positions and contingencies, doubtful accounts, pre-approval inventory, cost of sales, research and development costs, compensation and other expenses, amortization of intangible assets, and foreign currency forward contracts;
- the potential impact of increased product competition in the multiple sclerosis (MS) market, including competition from and growth of our own products and the possibility of future competition from biosimilars, generic versions or related prodrug derivatives;
- the timing, outcome and impact of administrative, regulatory, legal and other proceedings related to patents and other proprietary and intellectual property rights, tax audits, assessments and settlements, product liability and other matters;
- the expected timing and financial impact of the final resolution of our dispute with the Italian National Medicines Agency relating to sales of TYSABRI;
- the costs, timing, potential approval and therapeutic scope of the development and commercialization of our pipeline products;
- the potential impact of healthcare reform in the U.S. and measures being taken worldwide designed to reduce healthcare costs to constrain the overall level of government expenditures, including the impact of pricing actions in Europe and elsewhere and reduced reimbursement for our products;
- our ability to finance our operations and business initiatives and obtain funding for such activities;
- the impact of new laws and accounting standards; and
- the drivers for growing our business, including our plans to pursue business development and research opportunities, and competitive conditions.

These forward-looking statements involve risks and uncertainties, including those that are described in the "*Risk Factors*" section of this report and elsewhere within this report that could cause actual results to differ materially from those reflected in such statements. You should not place undue reliance on these statements. Forward-looking statements speak only as of the date of this report. We do not undertake any obligation to publicly update any forward-looking statements.

NOTE REGARDING COMPANY AND PRODUCT REFERENCES

Throughout this report, "Biogen Idec," the "Company," "we," "us" and "our" refer to Biogen Idec Inc. and its consolidated subsidiaries. References to "RITUXAN" refer to both RITUXAN (the trade name for rituximab in the U.S., Canada and Japan) and MabThera (the trade name for rituximab outside the U.S., Canada and Japan), and "ANGIOMAX" refers to both ANGIOMAX (the trade name for bivalirudin in the U.S., Canada and Latin America) and ANGIOX (the trade name for bivalirudin in Europe).

NOTE REGARDING TRADEMARKS

AVONEX®, RITUXAN®, TECFIDERA®, and TYSABRI® are registered trademarks of Biogen Idec. ALPROLIX™, ELOCTATE™, FUMADERM™ and PLEGRIDY™ are trademarks of Biogen Idec. The following are trademarks of the respective companies listed: ANGIOMAX® and ANGIOX™ — The Medicines Company; ARZERRA® — Glaxo Group Limited; BENLYSTA® — GlaxoSmithKline Intellectual Property Limited; BETASERON®— Bayer Schering Pharma AG; EXTAVIA® — Novartis AG; FAMPYRA® — Acorda Therapeutics, Inc.; GAZYVA™ — Genentech, Inc.; and REBIF® — Ares Trading S.A.

PART I FINANCIAL INFORMATION

BIOGEN IDEC INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited, in thousands, except per share amounts)

	For the Three Months Ended March 31,	
	2014	**2013**
Revenues:		
Product, net	$ 1,742,765	$ 1,095,779
Unconsolidated joint business	296,885	264,606
Other	90,101	54,711
Total revenues	2,129,751	1,415,096
Cost and expenses:		
Cost of sales, excluding amortization of acquired intangible assets	279,245	133,749
Research and development	528,884	284,340
Selling, general and administrative	511,674	352,598
Amortization of acquired intangible assets	143,258	51,301
Collaboration profit sharing	—	85,357
(Gain) loss on fair value remeasurement of contingent consideration	(799)	2,277
Total cost and expenses	1,462,262	909,622
Gain on sale of rights	3,859	5,051
Income from operations	671,348	510,525
Other income (expense), net	(5,601)	(14,457)
Income before income tax expense and equity in loss of investee, net of tax	665,747	496,068
Income tax expense	178,414	65,508
Equity in loss of investee, net of tax	7,605	3,811
Net income	479,728	426,749
Net income (loss) attributable to noncontrolling interests, net of tax	(228)	—
Net income attributable to Biogen Idec Inc.	$ 479,956	$ 426,749
Net income per share:		
Basic earnings per share attributable to Biogen Idec Inc.	$ 2.03	$ 1.80
Diluted earnings per share attributable to Biogen Idec Inc.	$ 2.02	$ 1.79
Weighted-average shares used in calculating:		
Basic earnings per share attributable to Biogen Idec Inc.	236,786	236,837
Diluted earnings per share attributable to Biogen Idec Inc.	237,849	238,304

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN IDEC INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in thousands)

	For the Three Months Ended March 31,	
	2014	**2013**
Net income attributable to Biogen Idec Inc.	$ 479,956	$ 426,749
Other comprehensive income:		
Unrealized gains (losses) on securities available for sale, net of tax of $1,014 and $654	1,725	(1,117)
Unrealized gains on foreign currency forward contracts, net of tax of $265 and $1,421	5,791	11,603
Unrealized gains on pension benefit obligation	817	1,263
Currency translation adjustment	(2,944)	(24,419)
Total other comprehensive income (loss), net of tax	5,389	(12,670)
Comprehensive income attributable to Biogen Idec Inc.	485,345	414,079
Comprehensive income (loss) attributable to noncontrolling interests, net of tax	(228)	—
Comprehensive income	$ 485,117	$ 414,079

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN IDEC INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands, except per share amounts)

	As of March 31, 2014	As of December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 828,601	$ 602,562
Marketable securities	431,610	620,167
Accounts receivable, net	1,018,487	824,406
Due from unconsolidated joint business, net	278,316	252,662
Inventory	672,750	659,003
Other current assets	295,260	226,134
Total current assets	3,525,024	3,184,934
Marketable securities	724,272	625,772
Property, plant and equipment, net	1,744,266	1,750,710
Intangible assets, net	4,364,384	4,474,653
Goodwill	1,232,916	1,232,916
Investments and other assets	639,269	594,350
Total assets	$ 12,230,131	$ 11,863,335
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of notes payable and line of credit	$ 3,550	$ 3,494
Taxes payable	161,045	179,685
Accounts payable	212,809	219,913
Accrued expenses and other	1,216,843	1,355,187
Total current liabilities	1,594,247	1,758,279
Notes payable	591,012	592,433
Long-term deferred tax liability	200,901	232,554
Other long-term liabilities	702,908	659,231
Total liabilities	3,089,068	3,242,497
Commitments and contingencies		
Equity:		
Biogen Idec Inc. shareholders' equity		
Preferred stock, par value $0.001 per share	—	—
Common stock, par value $0.0005 per share	128	128
Additional paid-in capital	4,054,774	4,023,651
Accumulated other comprehensive loss	(22,355)	(27,745)
Retained earnings	6,829,091	6,349,135
Treasury stock, at cost	(1,724,927)	(1,724,927)
Total Biogen Idec Inc. shareholders' equity	9,136,711	8,620,242
Noncontrolling interests	4,352	596
Total equity	9,141,063	8,620,838
Total liabilities and equity	$ 12,230,131	$ 11,863,335

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN IDEC INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	For the Three Months Ended March 31,	
	2014	**2013**
Cash flows from operating activities:		
Net income	$ 479,728	$ 426,749
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	190,963	97,453
Share-based compensation	46,340	36,757
Deferred income taxes	(79,558)	(66,525)
Other	(71,476)	(33,442)
Changes in operating assets and liabilities, net:		
Accounts receivable	(197,685)	(75,546)
Inventory	(16,980)	(60,809)
Accrued expenses and other current liabilities	(171,368)	(180,910)
Other changes in operating assets and liabilities, net	(75,338)	35,212
Net cash flows provided by operating activities	104,626	178,939
Cash flows from investing activities:		
Proceeds from sales and maturities of marketable securities	757,512	4,329,506
Purchases of marketable securities	(666,211)	(1,160,680)
Purchases of reverse repurchase agreements	—	(2,968,000)
Purchases of property, plant and equipment	(54,306)	(33,289)
Acquisitions of business, net of cash acquired	(25,000)	—
Other	(6,002)	(11,596)
Net cash flows provided by investing activities	5,993	155,941
Cash flows from financing activities:		
Purchase of treasury stock	—	(41,023)
Proceeds from issuance of stock for share-based compensation arrangements	22,363	21,817
Repayment of borrowings under senior notes	—	(450,000)
Proceeds from borrowings under line of credit facility	—	200,000
Excess tax benefit from stock options	79,456	37,397
Other	13,056	(6,615)
Net cash flows provided by (used in) financing activities	114,875	(238,424)
Net increase (decrease) in cash and cash equivalents	225,494	96,456
Effect of exchange rate changes on cash and cash equivalents	545	(3,875)
Cash and cash equivalents, beginning of the period	602,562	570,721
Cash and cash equivalents, end of the period	$ 828,601	$ 663,302

See accompanying notes to these unaudited condensed consolidated financial statements.

BIOGEN IDEC INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Summary of Significant Accounting Policies

Business Overview

Biogen Idec is a global biotechnology company focused on discovering, developing, manufacturing and marketing therapies for the treatment of multiple sclerosis (MS) and other autoimmune disorders, neurodegenerative diseases and hemophilia. We also collaborate on the development and commercialization of RITUXAN for the treatment of non-Hodgkin's lymphoma, chronic lymphocytic leukemia and other conditions and share profits and losses for GAZYVA for the treatment of chronic lymphocytic leukemia.

Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of our financial statements for interim periods in accordance with accounting principles generally accepted in the United States (U.S. GAAP). The information included in this quarterly report on Form 10-Q should be read in conjunction with our consolidated financial statements and the accompanying notes included in our Annual Report on Form 10-K for the year ended December 31, 2013 (2013 Form 10-K). Our accounting policies are described in the "*Notes to Consolidated Financial Statements*" in our 2013 Form 10-K and updated, as necessary, in this Form 10-Q. The year-end condensed consolidated balance sheet data presented for comparative purposes was derived from our audited financial statements, but does not include all disclosures required by U.S. GAAP. The results of operations for the three months ended March 31, 2014 are not necessarily indicative of the operating results for the full year or for any other subsequent interim period.

Consolidation

Our condensed consolidated financial statements reflect our financial statements, those of our wholly-owned subsidiaries and those of certain variable interest entities where we are the primary beneficiary. For consolidated entities where we own or are exposed to less than 100% of the economics, we record net income (loss) attributable to noncontrolling interests in our condensed consolidated statements of income equal to the percentage of the economic or ownership interest retained in such entities by the respective noncontrolling parties. Intercompany balances and transactions are eliminated in consolidation.

In determining whether we are the primary beneficiary of an entity and therefore required to consolidate, we apply a qualitative approach that determines whether we have both (1) the power to direct the economically significant activities of the entity and (2) the obligation to absorb losses of, or the right to receive benefits from, the entity that could potentially be significant to that entity. These considerations impact the way we account for our existing collaborative relationships and other arrangements. We continuously assess whether we are the primary beneficiary of a variable interest entity as changes to existing relationships or future transactions may result in us consolidating or deconsolidating our collaborator(s) or partner(s) to collaborations and other arrangements.

Use of Estimates

The preparation of our condensed consolidated financial statements requires us to make estimates, judgments, and assumptions that may affect the reported amounts of assets, liabilities, equity, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and judgments and methodologies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions.

Property, Plant and Equipment

Property, plant and equipment are recorded at historical cost, net of accumulated depreciation. Accumulated depreciation on property, plant and equipment was $1,163.9 million and $1,118.3 million as of March 31, 2014 and December 31, 2013, respectively.

Accounting for Share-Based Compensation

During the three months ended March 31, 2014, under our share-based compensation program we began to grant awards for performance-vested restricted stock units, which can be settled in cash or shares of our common stock (PUs) at the sole discretion of the Compensation and Management Development Committee of the Board of Directors. We have classified these plans as a liability as, historically, similar plans have been settled in cash. We record the estimated fair value of PUs as compensation expense over the requisite service period, which is generally the vesting period. Where awards are made with non-substantive vesting periods (for instance, where a portion of the award vests upon retirement eligibility), we estimate and recognize expense, net of forfeitures, over the period from the grant date to the date on which the employee is retirement eligible.

We apply an accelerated attribution method to recognize share based compensation expense when accounting for our PUs and the fair value of the liability is remeasured at the end of each reporting period through expected settlement. Compensation expense associated with PUs is based upon the share price and the number of units expected to be earned after assessing the probability that certain performance criteria will be met and the associated targeted payout level that is forecasted will be achieved, net of estimated forfeitures. Cumulative adjustments are recorded each quarter to reflect changes in the share price and estimated outcome of the performance-related conditions until the date results are determined and settled.

2. Accounts Receivable

Our accounts receivable primarily arise from product sales in the U.S. and Europe and mainly represent amounts due from our wholesale distributors, public hospitals and other government entities. Concentrations of credit risk with respect to our accounts receivable, which are typically unsecured, are limited due to the wide variety of customers and markets using our products, as well as their dispersion across many different geographic areas. The majority of our accounts receivable have standard payment terms which generally require payment within 30 to 90 days. We monitor the financial performance and credit worthiness of our large customers so that we can properly assess and respond to changes in their credit profile. We provide reserves against trade receivables for estimated losses that may result from a customer's inability to pay. Amounts determined to be uncollectible are charged or written-off against the reserve. To date, our historical reserves and write-offs of accounts receivable have not been significant.

The credit and economic conditions within Italy, Spain and Portugal, among other members of the E.U. continue to remain uncertain. Uncertain credit and economic conditions have generally led to a lengthening of time to collect our accounts receivable in some of these countries. In Portugal and select regions in Spain and Italy, where our collections have slowed and a significant portion of these receivables are routinely being collected beyond our contractual payment terms and over periods in excess of one year, we have discounted our receivables and reduced related revenues based on the period of time that we estimate those amounts will be paid, to the extent such period exceeds one year, using the country's market-based borrowing rate for such period. The related receivables are classified at the time of sale as non-current assets. We accrete interest income on these receivables, which is recognized as a component of other income (expense), net within our condensed consolidated statements of income.

Our net accounts receivable balances from product sales in selected European countries are summarized as follows:

	As of March 31, 2014		
(In millions)	**Current Balance Included within Accounts Receivable, net**	**Non-Current Balance Included within Investments and Other Assets**	**Total**
Spain	$ 47.3	$ 8.1	$ 55.4
Italy	$ 82.3	$ 0.9	$ 83.2
Portugal	$ 10.4	$ 11.1	$ 21.5

	As of December 31, 2013		
(In millions)	**Current Balance Included within Accounts Receivable, net**	**Non-Current Balance Included within Investments and Other Assets**	**Total**
Spain	$ 113.3	$ 6.8	$ 120.1
Italy	$ 76.1	$ 2.4	$ 78.5
Portugal	$ 10.4	$ 8.2	$ 18.6

Approximately $15.5 million and $45.9 million of the total net accounts receivable balances for these countries were overdue more than one year as of March 31, 2014 and December 31, 2013, respectively. During the first quarter of 2014, we received approximately $59.6 million in payments from Spain related to receivables aged greater than one year. During the fourth quarter of 2013, Portugal remitted approximately $10.0 million of funds against receivables aged greater than two years.

Pricing of TYSABRI in Italy - AIFA

In the fourth quarter of 2011, Biogen Idec Italia SRL, our Italian subsidiary, received a notice from the Italian National Medicines Agency (Agenzia Italiana del Farmaco or AIFA) stating that sales of TYSABRI for the period from February 2009 through February 2011 exceeded by EUR30.7 million a reimbursement limit established pursuant to a Price Determination Resolution (Price Resolution) granted by AIFA in December 2006. In December 2011, based on our interpretation that the Price Resolution by its terms only applied to the first 24 months of TYSABRI sales (which began in February 2007), we filed an appeal against AIFA in administrative court seeking a ruling that the reimbursement limit does not apply and that the position of AIFA is unenforceable. That appeal is pending.

Since being notified in the fourth quarter of 2011 that AIFA believed a reimbursement limit was in effect, we have deferred revenue on sales of TYSABRI as if the reimbursement limit were in effect for each biannual period. As of March 31, 2014, we have deferred an aggregate amount of $143.2 million, of which $15.2 million was deferred during the three months ended March 31, 2014.

In July 2013, we negotiated an agreement in principle with AIFA's Price and Reimbursement Committee that would have resolved all of AIFA's claims relating to sales of TYSABRI in excess of the reimbursement limit for the periods between February 2009 through February 2013 for an aggregate repayment of EUR33.3 million. The agreement was sent to the Avvocatura Generale dello Stata (Attorney General) for its opinion. As a result of this agreement, we recorded a liability and reduction to revenue of EUR15.4 million at June 30, 2013. That adjustment approximates 50% of the claim related to the period from February 2009 through February 2011 as the likelihood of making a payment to resolve AIFA's claims for this period was then probable and the amount could be estimated.

During the first quarter of 2014, following receipt of a report from the Attorney General, AIFA's Price and Reimbursement Committee chose not to finalize the July 2013 agreement, but to instead enter into a new agreement with Biogen Idec Italia SRL that would eliminate the reimbursement limit beginning in February 2013. The agreement is pending approval by the AIFA Board of Directors and would be effective for a 24-month term following its subsequent publication in the Official Gazette.

With respect to the February 2009 through February 2013 period, AIFA and Biogen Idec Italia SRL remain in discussions about a resolution. We continue to believe that a settlement with AIFA and ratification of all interested parties in Italy is probable and have retained the EUR15.4 million liability recorded as of June 30, 2013.

We will continue to defer revenue until a pricing agreement is approved. Upon approval of a pricing agreement, related to the periods subsequent to February 2013, TYSABRI revenues that were deferred subsequent to February 2013 will be recognized as revenue based on the agreed-upon price. For additional information, please read Note 18, *Litigation* to these condensed consolidated financial statements.

3. Reserves for Discounts and Allowances

An analysis of the change in reserves for discounts and allowances is summarized as follows:

(In millions)	Discounts	Contractual Adjustments	Returns	Total
Balance, as of December 31, 2013	$ 47.0	$ 335.6	$ 33.7	$ 416.3
Current provisions relating to sales in current year	78.2	293.2	7.1	378.5
Adjustments relating to prior years	(1.4)	(2.1)	4.4	0.9
Payments/returns relating to sales in current year	(30.7)	(91.4)	(0.1)	(122.2)
Payments/returns relating to sales in prior years	(41.2)	(159.0)	(8.3)	(208.5)
Balance, as of March 31, 2014	$ 51.9	$ 376.3	$ 36.8	$ 465.0

The total reserves above, included in our condensed consolidated balance sheets, are summarized as follows:

(In millions)	As of March 31, 2014	As of December 31, 2013
Reduction of accounts receivable	$ 134.5	$ 151.4
Component of accrued expenses and other	330.5	264.9
Total reserves	$ 465.0	$ 416.3

4. Inventory

The components of inventory are summarized as follows:

(In millions)	As of March 31, 2014	As of December 31, 2013
Raw materials	$ 122.7	$ 115.0
Work in process	421.2	435.4
Finished goods	128.9	108.6
Total inventory	$ 672.8	$ 659.0

As of March 31, 2014 and December 31, 2013, our inventory includes $81.7 million and $66.3 million, respectively, associated with our ELOCTATE and PLEGRIDY programs, which have been capitalized in advance of regulatory approval.

5. Intangible Assets and Goodwill

Intangible Assets

Intangible assets, net of accumulated amortization, impairment charges and adjustments, are summarized as follows:

		As of March 31, 2014			As of December 31, 2013		
(In millions)	Estimated Life	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Out-licensed patents	13-23 years	$ 543.3	$ (458.3)	$ 85.0	$ 578.0	$ (450.8)	$ 127.2
Developed technology	15-23 years	3,005.3	(2,224.3)	781.0	3,005.3	(2,165.4)	839.9
In-process research and development	Indefinite until commercialization	330.9	—	330.9	327.4	—	327.4
Trademarks and tradenames	Indefinite	64.0	—	64.0	64.0	—	64.0
Acquired and in-licensed rights and patents	6-17 years	3,269.6	(166.2)	3,103.4	3,240.0	(123.8)	3,116.2
Total intangible assets		$ 7,213.1	$ (2,848.8)	$ 4,364.4	$ 7,214.7	$ (2,740.0)	$ 4,474.7

For the three months ended March 31, 2014, amortization of acquired intangible assets totaled $143.3 million, as compared to $51.3 million, in the prior year comparative period. The increase in amortization for the three months ended March 31, 2014 was primarily driven by amortization recorded in relation to the intangible asset recorded upon our acquisition of 100% of the rights to TYSABRI from Elan Pharma International Ltd. (Elan) and an increase in the amount of amortization recorded in relation to our AVONEX intangible asset.

Out-licensed patents

Out-licensed patents to third-parties primarily relate to patents acquired in connection with the merger of Biogen, Inc. and IDEC Pharmaceuticals Corporation in 2003. During the three months ended March 31, 2014, we recorded a charge of $34.7 million related to the impairment of one of our out-licensed patents to reflect a change in its estimated fair value, due to a change in the underlying competitive market for that product, which occurred during the first quarter of 2014. The charge is included in amortization of acquired intangibles. The fair value of the intangible asset was based on discounted cash flow calculation using Level 3 fair value measurements and inputs including estimated revenues.

Developed Technology

Developed technology primarily relates to our AVONEX product, which was recorded in connection with the merger of Biogen, Inc. and IDEC Pharmaceuticals Corporation in 2003. The net book value of this asset as of March 31, 2014 was $771.1 million. We amortize this intangible asset using the economic consumption method based on actual and expected revenues generated from the sales of our AVONEX product.

Acquired and In-licensed Rights and Patents

Acquired and in-licensed rights and patents primarily relates to our acquisition of the TYSABRI rights from Elan. The net intangible asset capitalized related to this acquisition was $3,178.3 million. In the second quarter of 2013, we began amortizing this intangible asset over the estimated useful life using an economic consumption method based on actual and expected revenues generated from the sales of our TYSABRI product. The net book value of this asset as of March 31, 2014 was $3,041.0 million. For a more detailed description of this transaction, please read Note 2, *Acquisitions* to our consolidated financial statements included within our 2013 Form 10-K.

The increase in acquired and in-licensed rights and patents during the three months ended March 31, 2014 was related to the $20.0 million contingent payment due to the former owners of Syntonix Pharmaceuticals, Inc., which became payable upon the approval of ALPROLIX in the U.S. by the U.S. Food and Drug Administration (FDA). We have recorded an additional $7.8 million of acquired in-licensed rights and patents related to this consideration, along with a corresponding deferred tax liability of the same amount.

Estimated Future Amortization of Intangible Assets

Our amortization expense is based on the economic consumption of the intangible assets. Our most significant intangible assets are related to our AVONEX and TYSABRI products. Annually, during our long-range planning cycle, we perform an analysis of anticipated lifetime revenues of AVONEX and TYSABRI. This analysis is updated whenever events or changes in circumstances would significantly affect the anticipated lifetime revenues of either product.

Our most recent long range planning cycle was updated in the third quarter of 2013, and included the impact of our acquisition of TYSABRI rights from Elan and a decrease in the expected future product revenues of AVONEX, resulting in an increase in amortization expense as compared to prior quarters. The results of our analysis were impacted by changes in the estimated impact of TECFIDERA, as well as other existing and potential oral and alternative MS formulations, including PLEGRIDY, that may compete with AVONEX and TYSABRI. Based upon this more recent analysis, the estimated future amortization for acquired intangible assets is expected to be as follows:

(In millions)	As of March 31, 2014
2014 (remaining nine months)	$ 316.3
2015	334.7
2016	319.9
2017	323.2
2018	324.3
2019	304.1
Total	$ 1,922.5

Goodwill

The following table provides a roll forward of the changes in our goodwill balance:

(In millions)	As of March 31, 2014	As of December 31, 2013
Goodwill, beginning of period	$ 1,232.9	$ 1,201.3
Increase to goodwill	—	35.7
Other	—	(4.1)
Goodwill, end of period	$ 1,232.9	$ 1,232.9

As of March 31, 2014, we had no accumulated impairment losses related to goodwill.

BIOGEN IDEC INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

6. Fair Value Measurements

The tables below present information about our assets and liabilities that are regularly measured and carried at fair value and indicate the level within the fair value hierarchy of the valuation techniques we utilized to determine such fair value:

(In millions)	As of March 31, 2014	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 236.1	$ —	$ 236.1	$ —
Marketable debt securities:				
Corporate debt securities	536.9	—	536.9	—
Government securities	466.7	—	466.7	—
Mortgage and other asset backed securities	152.2	—	152.2	—
Marketable equity securities	13.8	13.8	—	—
Venture capital investments	23.6	—	—	23.6
Derivative contracts	2.6	—	2.6	—
Plan assets for deferred compensation	32.9	—	32.9	—
Total	$ 1,464.8	$ 13.8	$ 1,427.4	$ 23.6
Liabilities:				
Derivative contracts	$ 19.1	$ —	$ 19.1	$ —
Contingent consideration obligations	275.1	—	—	275.1
Total	$ 294.2	$ —	$ 19.1	$ 275.1

(In millions)	As of December 31, 2013	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 424.7	$ —	$ 424.7	$ —
Marketable debt securities:				
Corporate debt securities	439.8	—	439.8	—
Government securities	674.7	—	674.7	—
Mortgage and other asset backed securities	131.4	—	131.4	—
Marketable equity securities	11.2	11.2	—	—
Venture capital investments	21.9	—	—	21.9
Derivative contracts	3.8	—	3.8	—
Plan assets for deferred compensation	22.7	—	22.7	—
Total	$ 1,730.2	$ 11.2	$ 1,697.1	$ 21.9
Liabilities:				
Derivative contracts	$ 23.5	$ —	$ 23.5	$ —
Contingent consideration obligations	280.9	—	—	280.9
Total	$ 304.4	$ —	$ 23.5	$ 280.9

There have been no impairments of our assets measured and carried at fair value during the three months ended March 31, 2014. In addition, there were no changes in valuation techniques or inputs utilized or transfers between fair value measurement levels during the three months ended March 31, 2014. The fair value of Level 2 instruments classified as cash equivalents and marketable debt securities were determined through third party pricing services. For a description of our validation procedures related to prices provided by third party pricing services, refer to Note 1, *Summary of Significant Accounting Policies: Fair Value Measurements*, to our consolidated financial statements included within our 2013 Form 10-K.

Marketable Equity Securities and Venture Capital Investments

Our marketable equity securities represent investments in publicly traded equity securities. Our venture capital investments, which are all Level 3 measurements, include investments in certain venture capital funds, accounted for at fair value, that primarily invest in small privately-owned, venture-backed biotechnology companies. These venture capital investments represented approximately 0.2% of total assets as of March 31, 2014 and December 31, 2013, respectively.

The following table provides a roll forward of the fair value of our venture capital investments, which includes Level 3 measurements:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Fair value, beginning of period	$ 21.9	$ 20.3
Unrealized gains included in earnings	2.9	0.6
Unrealized losses included in earnings	(1.2)	(1.4)
Purchases	—	—
Settlements	—	(1.5)
Fair value, end of period	$ 23.6	$ 18.0

Debt Instruments

The fair and carrying values of our debt instruments, which are Level 2 liabilities, are summarized as follows:

	As of March 31, 2014		As of December 31, 2013	
(In millions)	**Fair Value**	**Carrying Value**	**Fair Value**	**Carrying Value**
Notes payable to Fumedica	$ 17.5	$ 16.1	$ 17.5	$ 15.8
6.875% Senior Notes due March 1, 2018	647.6	578.5	647.9	580.1
Total	$ 665.1	$ 594.6	$ 665.4	$ 595.9

The fair value of our notes payable to Fumedica was estimated using market observable inputs, including current interest and foreign currency exchange rates. The fair value of our 6.875% Senior Notes was determined through market, observable, and corroborated sources. For additional information related to our debt instruments, please read Note 12, *Indebtedness* to our consolidated financial statements included within our 2013 Form 10K.

Contingent Consideration Obligations

The following table provides a roll forward of the fair values of our contingent consideration obligations which includes Level 3 measurements:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Fair value, beginning of period	$ 280.9	$ 293.9
Additions	—	—
Changes in fair value	(0.8)	2.3
Payments	(5.0)	(2.5)
Fair value, end of period	$ 275.1	$ 293.7

As of March 31, 2014 and December 31, 2013, approximately $254.1 million and $251.9 million, respectively, of the fair value of our total contingent consideration obligations were reflected as components of other long-term liabilities within our condensed consolidated balance sheets with the remaining balances reflected as a component of accrued expenses and other.

7. Financial Instruments

Marketable Securities

The following tables summarize our marketable debt and equity securities:

As of March 31, 2014 (In millions)	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
Available-for-sale:				
Corporate debt securities				
Current	$ 135.7	$ —	$ —	$ 135.7
Non-current	401.2	0.5	(0.2)	400.9
Government securities				
Current	295.9	0.1	—	295.8
Non-current	170.8	—	(0.1)	170.9
Mortgage and other asset backed securities				
Current	—	—	—	—
Non-current	152.2	0.1	(0.2)	152.3
Total marketable debt securities	$ 1,155.8	$ 0.7	$ (0.5)	$ 1,155.6
Marketable equity securities, non-current	$ 13.8	$ 11.4	$ (0.1)	$ 2.5

As of December 31, 2013 (In millions)	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost
Available-for-sale:				
Corporate debt securities				
Current	$ 100.7	$ —	$ —	$ 100.7
Non-current	339.1	0.4	(0.1)	338.8
Government securities				
Current	519.5	—	—	519.5
Non-current	155.2	—	(0.1)	155.3
Mortgage and other asset backed securities				
Current	—	—	—	—
Non-current	131.4	—	(0.1)	131.5
Total marketable debt securities	$ 1,245.9	$ 0.4	$ (0.3)	$ 1,245.8
Marketable equity securities, non-current	$ 11.2	$ 8.7	$ —	$ 2.5

The following table summarizes our financial assets with maturities of less than 90 days from the date of purchase included within cash and cash equivalents on the accompanying condensed consolidated balance sheet:

(In millions)	As of March 31, 2014	As of December 31, 2013
Commercial paper	$ 2.0	$ 1.2
Overnight reverse repurchase agreements	44.1	22.4
Short-term debt securities	190.0	401.1
Total	$ 236.1	$ 424.7

The carrying values of our commercial paper, including accrued interest, overnight reverse repurchase agreements, and our short-term debt securities approximate fair value due to their short term maturities.

Summary of Contractual Maturities: Available-for-Sale Securities

The estimated fair value and amortized cost of our marketable debt securities available-for-sale by contractual maturity are summarized as follows:

	As of March 31, 2014		As of December 31, 2013	
(In millions)	**Estimated Fair Value**	**Amortized Cost**	**Estimated Fair Value**	**Amortized Cost**
Due in one year or less	$ 431.6	$ 431.5	$ 620.2	$ 620.2
Due after one year through five years	662.2	662.0	573.1	572.9
Due after five years	62.0	62.1	52.6	52.7
Total available-for-sale securities	$ 1,155.8	$ 1,155.6	$ 1,245.9	$ 1,245.8

The average maturity of our marketable debt securities available-for-sale as of March 31, 2014 and December 31, 2013 was 14 and 13 months, respectively.

Proceeds from Marketable Debt Securities

The proceeds from maturities and sales of marketable debt securities and resulting realized gains and losses are summarized as follows:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Proceeds from maturities and sales	$ 757.5	$ 4,329.5
Realized gains	$ 0.2	$ 6.3
Realized losses	$ (0.1)	$ (2.0)

Strategic Investments

As of March 31, 2014 and December 31, 2013, our strategic investment portfolio was comprised of investments totaling $66.1 million and $56.9 million, respectively, which are included in investments and other assets in our accompanying condensed consolidated balance sheets.

Our strategic investment portfolio includes investments in marketable equity securities of certain biotechnology companies and our investments in venture capital funds accounted for at fair value which totaled $37.5 million and $33.1 million as of March 31, 2014 and December 31, 2013, respectively. Our strategic investment portfolio also includes other equity investments in privately-held companies and additional investments in venture capital funds accounted for under the cost method. The carrying value of these investments totaled $28.6 million and $23.8 million as of March 31, 2014 and December 31, 2013, respectively.

Changes in Fair Value

During the three months ended March 31, 2014 and 2013, we realized changes in fair value recorded through income of $2.9 million and $0.3 million, respectively, on our strategic investment portfolio.

Impairments

For the three months ended March 31, 2014 and 2013, impairment charges on our marketable equity securities of certain biotechnology companies, investments in venture capital funds accounted for under the cost method and investments in privately-held companies were insignificant.

8. Derivative Instruments

Foreign Currency Forward Contracts - Hedging Instruments

Due to the global nature of our operations, portions of our revenues are earned in currencies other than the U.S. dollar. The value of revenues measured in U.S. dollars is therefore subject to changes in foreign currency exchange rates. In order to mitigate these changes we use foreign currency forward contracts to lock in exchange rates associated with a portion of our forecasted international revenues.

Foreign currency forward contracts in effect as of March 31, 2014 and December 31, 2013 had durations of 1 to 21 months and 1 to 18 months, respectively. These contracts have been designated as cash flow hedges and accordingly, to the extent effective, any unrealized gains or losses on these foreign currency forward contracts are reported in accumulated other comprehensive income (loss) (referred to as AOCI in the tables below). Realized gains and losses for the effective portion of such contracts are recognized in revenue when the sale of product in the currency being hedged is recognized. To the extent ineffective, hedge transaction gains and losses are reported in other income (expense), net.

The notional value of foreign currency forward contracts that were entered into to hedge forecasted revenues is summarized as follows:

	Notional Amount	
Foreign Currency: (In millions)	**As of March 31, 2014**	**As of December 31, 2013**
Euro	$ 819.0	$ 636.3
Canadian dollar	27.5	34.0
British pound sterling	55.4	72.3
Total foreign currency forward contracts	$ 901.9	$ 742.6

The portion of the fair value of these foreign currency forward contracts that was included in accumulated other comprehensive income (loss) within total equity reflected losses of $17.5 million and $23.6 million as of March 31, 2014 and December 31, 2013, respectively. We expect all contracts to be settled over the next 21 months and any amounts in accumulated other comprehensive income (loss) to be reported as an adjustment to revenue. We consider the impact of our and our counterparties' credit risk on the fair value of the contracts as well as the ability of each party to execute its contractual obligations. As of March 31, 2014 and December 31, 2013, respectively, credit risk did not change the fair value of our foreign currency forward contracts.

The following table summarizes the effect of derivatives designated as hedging instruments on our condensed consolidated statements of income:

	For the Three Months Ended March 31,				
	Net Gains/(Losses) Reclassified from AOCI into Net Income *(Effective Portion)*			Net Gains/(Losses) Recognized into Net Income *(Ineffective Portion)*	
Location	**2014**	**2013**	**Location**	**2014**	**2013**
Revenue	$ (4.7)	$ 1.1	Other income (expense)	$ (0.2)	$ 0.2

Foreign Currency Forward Contracts - Other Derivatives

We also enter into other foreign currency forward contracts, usually with one month durations, to mitigate the foreign currency risk related to certain balance sheet positions. We have not elected hedge accounting for these transactions.

The aggregate notional amount of these outstanding foreign currency contracts was $303.2 million and $273.3 million as of March 31, 2014 and December 31, 2013, respectively. Net losses of $1.4 million and gains of $0.9 million related to these contracts were recognized as a component of other income (expense), net, for three months ended March 31, 2014 and 2013, respectively.

Summary of Derivatives

While certain of our derivatives are subject to netting arrangements with our counterparties, we do not offset derivative assets and liabilities within our condensed consolidated balance sheets.

The following table summarizes the fair value and presentation in our condensed consolidated balance sheets for our outstanding derivatives including those designated as hedging instruments:

(In millions)	Balance Sheet Location	Fair Value As of March 31, 2014
Hedging Instruments:		
Asset derivatives	Other current assets	$ 1.3
	Investments and other assets	$ 0.1
Liability derivatives	Accrued expenses and other	$ (16.1)
	Other long-term liabilities	$ (2.2)
Other Derivatives:		
Asset derivatives	Other current assets	$ 1.2
Liability derivatives	Accrued expenses and other	$ (0.7)

(In millions)	Balance Sheet Location	Fair Value As of December 31, 2013
Hedging Instruments:		
Asset derivatives	Other current assets	$ 0.6
Liability derivatives	Accrued expenses and other	$ 23.4
Other Derivatives:		
Asset derivatives	Other current assets	$ 3.2
Liability derivatives	Accrued expenses and other	$ 0.1

9. Indebtedness

Credit Facility

In March 2014, our $750.0 million senior unsecured revolving credit facility expired and was not renewed.

10. Equity

Total equity as of March 31, 2014 increased $520.2 million compared to December 31, 2013. This increase was primarily driven by net income attributable to Biogen Idec Inc. of $480.0 million and an increase in additional paid in capital resulting from our share-based compensation arrangements totaling $31.1 million.

Share Repurchases

In February 2011, our Board of Directors authorized the repurchase of up to 20.0 million shares of common stock. This authorization does not have an expiration date. During the three months ended March 31, 2014, we did not repurchase any shares of common stock. During the three months ended March 31, 2013, we repurchased approximately 0.3 million shares of common stock at a cost of approximately $41.0 million.

Approximately 4.2 million shares of our common stock remain available for repurchase under the 2011 authorization.

Noncontrolling Interests

The following table reconciles equity attributable to noncontrolling interests (NCI):

(In millions)	For the Three Months Ended March 31, 2014	2013
Noncontrolling interests, beginning of period	$ 0.6	$ 2.3
Net income (loss) attributable to noncontrolling interests, net of tax	(0.2)	—
Fair value of net assets and liabilities acquired and assigned to NCI	4.0	—
Deconsolidation of noncontrolling interest	—	(1.7)
Noncontrolling interests, end of period	$ 4.4	$ 0.6

11. Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in accumulated other comprehensive income (loss), net of tax by component:

(In millions)	Unrealized Gains (Losses) on Securities Available for Sale	Unrealized Gains (Losses) on Foreign Currency Forward Contracts	Unfunded Status of Postretirement Benefit Plans	Translation Adjustments	Total
Balance, as of December 31, 2013	$ 5.6	$ (23.7)	$ (19.6)	$ 10.0	$ (27.7)
Other comprehensive income (loss) before reclassifications	1.8	1.5	0.8	(2.9)	1.2
Amounts reclassified from accumulated other comprehensive income (loss)	(0.1)	4.3	—	—	4.2
Net current period other comprehensive income (loss)	1.7	5.8	0.8	(2.9)	5.4
Balance, as of March 31, 2014	$ 7.3	$ (17.9)	$ (18.8)	$ 7.1	$ (22.4)

(In millions)	Unrealized Gains (Losses) on Securities Available for Sale	Unrealized Gains (Losses) on Foreign Currency Forward Contracts	Unfunded Status of Postretirement Benefit Plans	Translation Adjustments	Total
Balance, as of December 31, 2012	$ 4.2	$ (10.7)	$ (21.7)	$ (27.1)	$ (55.3)
Other comprehensive income (loss) before reclassifications	1.6	12.6	1.2	(24.4)	(9.0)
Amounts reclassified from accumulated other comprehensive income (loss)	(2.7)	(1.0)	—	—	(3.7)
Net current period other comprehensive income (loss)	(1.1)	11.6	1.2	(24.4)	(12.7)
Balance, as of March 31, 2013	$ 3.1	$ 0.9	$ (20.5)	$ (51.5)	$ (68.0)

BIOGEN IDEC INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

The following table summarizes the amounts reclassified from accumulated other comprehensive income:

		Amounts Reclassified from Accumulated Other Comprehensive Income	
		For the Three Months Ended March 31,	
(In millions)	**Income Statement Location**	**2014**	**2013**
Gains (losses) on securities available for sale	Other income (expense)	$ 0.1	$ 4.1
	Income tax benefit (expense)	—	(1.4)
Gains (losses) on foreign currency forward contracts	Revenues	(4.7)	1.1
	Income tax benefit (expense)	0.4	(0.1)
Total reclassifications, net of tax		$ (4.2)	$ 3.7

Securities Available for Sale

Balances included within accumulated other comprehensive income (loss) related to unrealized gains (losses) on securities available for sale are shown net of tax of $4.3 million and $3.3 million as of March 31, 2014 and December 31, 2013, respectively. Other comprehensive income (loss) before reclassifications recognized during the three months ended March 31, 2014 and 2013, are shown net of tax of $1.1 million and $0.7 million, respectively.

Foreign Currency Forward Contracts

Balances included within accumulated other comprehensive income (loss) related to unrealized gains (losses) on foreign currency forward contracts are shown net of tax of $0.3 million and $0.1 million as of March 31, 2014 and December 31, 2013, respectively. Other comprehensive income (loss) before reclassifications recognized during the three months ended March 31, 2014 and 2013, are shown net of tax of $0.1 million and $1.6 million, respectively.

Postretirement Benefit Plans

Tax amounts related to the unfunded status of pension and retirement benefit plans were immaterial for all amounts presented.

12. Earnings per Share

Basic and diluted earnings per share are calculated as follows:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Numerator:		
Net income attributable to Biogen Idec Inc.	$ 480.0	$ 426.7
Denominator:		
Weighted average number of common shares outstanding	236.8	236.8
Effect of dilutive securities:		
Stock options and employee stock purchase plan	0.1	0.4
Time-vested restricted stock units	0.6	0.8
Market stock units	0.3	0.3
Dilutive potential common shares	1.0	1.5
Shares used in calculating diluted earnings per share	237.8	238.3

Amounts excluded from the calculation of net income per diluted share because their effects were anti-dilutive were insignificant.

13. Share-based Payments

Share-based Compensation Expense

The following table summarizes share-based compensation expense included within our condensed consolidated statements of income:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Research and development	$ 29.4	$ 25.2
Selling, general and administrative	47.2	34.3
Subtotal	76.6	59.5
Capitalized share-based compensation costs	(2.6)	(2.3)
Share-based compensation expense included in total cost and expenses	74.0	57.2
Income tax effect	(22.3)	(16.6)
Share-based compensation expense included in net income attributable to Biogen Idec Inc.	$ 51.7	$ 40.6

The following table summarizes share-based compensation expense associated with each of our share-based compensation programs:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Stock options	$ —	$ 0.3
Market stock units	14.9	8.5
Time-vested restricted stock units	29.2	27.1
Cash settled performance units	21.4	20.4
Performance units	6.3	—
Employee stock purchase plan	4.8	3.2
Subtotal	76.6	59.5
Capitalized share-based compensation costs	(2.6)	(2.3)
Share-based compensation expense included in total cost and expenses	$ 74.0	$ 57.2

Grants Under Share-based Compensation Plans

The following table summarizes our equity grants to employees, officers and directors under our current stock plans:

	For the Three Months Ended March 31,	
	2014	**2013**
Market stock units	214,000	253,000
Cash settled performance shares	172,000	270,000
Performance units	50,000	—
Time-vested restricted stock units	392,000	638,000

The market stock units (MSUs) granted in connection with our 2014 annual awards during the first quarter of 2014 primarily vest in three equal annual increments beginning on the anniversary of the grant date. For these grants, the performance multiplier is derived based on the stock price growth rate between the 30 calendar day average closing stock price on the grant date and the 30 calendar day average closing stock price leading up to and including each of the three vesting dates. These awards may ultimately earn between 0% and 200% of the target number of units granted based on actual stock performance. Any performance multiplier less than 50% results in no shares being earned for that respective tranche.

During the first quarter of 2014, we began granting awards for performance-vested restricted stock units, which can be settled in cash or shares of our common stock (PUs). PUs awarded to employees vest in three equal annual increments beginning on the anniversary of the grant date. The number of PUs granted represents the target number of units that are eligible to be earned based on the attainment of certain performance measures established at the beginning of the performance period, which ends on December 31st of each year. Participants may ultimately earn between 0% and 200% of the target number of units granted based on the degree of actual performance metric achievement, with no units being earned if the performance multiplier is below 50%. Accordingly, additional PUs may be issued or currently outstanding PUs may be cancelled upon final determination of the number of units earned. PUs are settled in cash or shares at the sole discretion of the Compensation and Management Development Committee of the Board of Directors, with settlement based on the 30 calendar day average closing stock price through each vesting date once the actual vested and earned number of units is known.

In addition, for the three months ended March 31, 2014, approximately 74,000 shares were issued under our employee stock purchase plan (ESPP) compared to approximately 112,000 shares issued in the prior year comparative period.

14. Income Taxes

For the three months ended March 31, 2014, our effective tax rate was 26.8%, compared to 13.2% in the prior year comparative period.

A reconciliation between the U.S. federal statutory tax rate and our effective tax rate is summarized as follows:

	For the Three Months Ended March 31,	
	2014	2013
Statutory rate	35.0 %	35.0 %
State taxes	1.2	7.7
Taxes on foreign earnings	(8.4)	(9.9)
Credits and net operating loss utilization	(1.3)	(3.3)
Purchased intangible assets	1.5	1.1
Manufacturing deduction	(2.0)	(22.7)
Other permanent items	0.3	5.5
Other	0.5	(0.2)
Effective tax rate	26.8 %	13.2 %

For the three months ended March 31, 2014 compared to the same period in 2013, the increase in our income tax rate was primarily the result of a 2013 change in our uncertain tax position related to our U.S. federal manufacturing deduction and our unconsolidated joint business described below, the reinstatement for 2013 of the federal research and development tax credit which is now expired and lower current year expenses eligible for the orphan drug credit.

The change in the state taxes, manufacturing deduction and other permanent items of the effective tax rate reconciliation for the periods disclosed in the table above is primarily related to changes in the valuation of our federal and state uncertain tax positions in 2013, as discussed below under *"Accounting for Uncertainty in Income Taxes"*.

Accounting for Uncertainty in Income Taxes

We and our subsidiaries are routinely examined by various taxing authorities. We file income tax returns in the U.S. federal jurisdiction, various U.S. states, and foreign jurisdictions. With few exceptions, including the proposed disallowance we discuss below, we are no longer subject to U.S. federal tax examination for years before 2010 or state, local, or non-U.S. income tax examinations for years before 2004.

Federal Uncertain Tax Positions

During the three months ended March 31, 2013, we received updated technical guidance from the IRS concerning our current and prior year filings, the calculation of our U.S. federal manufacturing deduction and overall tax classification of our unconsolidated joint business. Based on this guidance we reevaluated the level of our unrecognized benefits related to uncertain tax positions, and recorded a $42.8 million income tax benefit. This benefit was for a previously unrecognized position and related to years 2005 through 2012. We recorded an offsetting expense of $10.3 million for non-income based state taxes, which was recorded in other income (expense) within our condensed consolidated statements of income.

In October 2011, in conjunction with our examination, the IRS proposed a disallowance of approximately $130.0 million in deductions for tax years 2007, 2008 and 2009 related to payments for services provided by our wholly owned Danish subsidiary located in Hillerød, Denmark. We believe that these items represent valid deductible business expenses and are vigorously defending our position. We have initiated a mutual agreement procedure between the IRS and SKAT (the Danish tax authorities) for the years 2001 through 2009, in an attempt to reach agreement on the issue. In addition, we have applied for a bilateral advanced pricing agreement for the years 2010 through 2014 to resolve similar issues for the subsequent years.

It is reasonably possible that we will adjust the value of our uncertain tax positions related to our unconsolidated joint business and certain transfer pricing issues as we receive additional information from various taxing authorities, including reaching settlements with the authorities. In addition, the IRS and other national tax authorities routinely examine our intercompany transfer pricing with respect to intellectual property related transactions and it is possible that they may disagree with one or more positions we have taken with respect to such valuations.

15. Other Consolidated Financial Statement Detail

Other Income (Expense), Net

Components of other income (expense), net, are summarized as follows:

	For the Three Months Ended March 31,	
(In millions)	**2014**	**2013**
Interest income	$ 2.7	$ 4.3
Interest expense	(7.6)	(11.5)
Impairments of investments	—	(0.3)
Gain (loss) on investments, net	3.0	4.4
Foreign exchange gains (losses), net	(3.3)	(2.6)
Other, net	(0.4)	(8.8)
Total other income (expense), net	$ (5.6)	$ (14.5)

Accrued Expenses and Other

Accrued expenses and other consists of the following:

(In millions)	**As of March 31, 2014**	**As of December 31, 2013**
Employee compensation and benefits	198.1	$ 343.4
Revenue-related rebates	330.5	264.9
Deferred revenue	205.4	172.7
Royalties and licensing fees	131.3	160.7
Clinical development expenses	58.1	55.2
Current portion of contingent consideration obligations	21.0	29.0
Construction in progress accrual	14.1	25.0
Collaboration expenses	4.8	18.7
Other	253.5	285.6
Total accrued expenses and other	$ 1,216.8	$ 1,355.2

16. Investments in Variable Interest Entities

Consolidated Variable Interest Entities

Our condensed consolidated financial statements include the financial results of variable interest entities in which we are the primary beneficiary.

Neurimmune SubOne AG

In 2007, we entered into a collaboration agreement with Neurimmune SubOne AG (Neurimmune), a subsidiary of Neurimmune AG, for the development and commercialization of antibodies for the treatment of Alzheimer's disease. Neurimmune conducts research to identify potential therapeutic antibodies and we are responsible for the development, manufacturing and commercialization of all products. Based upon our current development plans, we may pay Neurimmune up to $345.0 million in remaining milestone payments, as well as royalties on sales of any resulting commercial products.

Amounts that are incurred by Neurimmune for research and development expenses in support of the collaboration that we reimburse are reflected in research and development expense in our condensed consolidated statements of income. Future milestone payments will be reflected within our condensed consolidated statements of income as a charge to the noncontrolling interest, net of tax, when such milestones are achieved.

For the three months ended March 31, 2014, the collaboration incurred development expenses totaling $11.0 million, which is reflected as research and development expense within our condensed consolidated statements of income, compared to $5.0 million in the prior year comparative period.

The assets and liabilities of Neurimmune are not significant to our financial position or results of operations as it is a research and development organization. We have provided no financing to Neurimmune other than contractually required amounts.

Ataxion, Inc.

In February 2014, we paid $1.6 million for preferred stock of Ataxion, Inc. (Ataxion) and entered into an Option Agreement which gives us the right to purchase all outstanding shares of Ataxion at any time until 30 days after delivery of a Phase 1 clinical trial study report. We committed to make additional investments in Ataxion's preferred shares of up to $6.2 million if certain development milestones are achieved. If we exercise our option to purchase the outstanding shares of Ataxion, we could pay additional amounts upon achievement of clinical and commercial milestones.

In the Ataxion relationship, through our fixed price option to purchase the company, purchases of equity and presence on the program advisory committee, we are deemed to be the primary beneficiary of Ataxion, a variable interest entity. Therefore, we consolidate the results of Ataxion. As part of the initial consolidation of Ataxion, we recorded an in-process research and development intangible asset of $3.5 million and assigned that amount to minority interest within our stockholder's equity.

The assets and liabilities of Ataxion are not significant to our financial position or results of operations as it is a research and development organization. We have provided no financing to Ataxion other than contractually required amounts.

Unconsolidated Variable Interest Entities

We have relationships with other variable interest entities that we do not consolidate as we lack the power to direct the activities that significantly impact the economic success of these entities. These relationships include investments in certain biotechnology companies and research collaboration agreements. For additional information related to our significant collaboration arrangements with unconsolidated variable interest entities, please read Note 19, *Investments in Variable Interest Entities* to our consolidated financial statements included within our 2013 Form 10-K.

As of March 31, 2014 and December 31, 2013, the total carrying value of our investments in biotechnology companies that we have determined to be variable interest entities, but do not consolidate as we do not have the power to direct their activities, totaled $10.5 million and $5.5 million, respectively. Our maximum exposure to loss related to these variable interest entities is limited to the carrying value of our investments.

We have entered into research collaborations with certain variable interest entities where we are required to fund certain development activities. These development activities are included in research and development expense within our condensed consolidated statements of income, as they are incurred.

We have provided no financing to these variable interest entities other than previously contractually required amounts.

17. Collaborative and Other Relationships

Eisai Co., Ltd.

On March 4, 2013 we entered into a collaboration with Eisai Co., Ltd. (Eisai) to jointly develop and commercialize two Eisai product candidates for the treatment of Alzheimer's disease (AD). The agreement also provides Eisai with an option to

jointly develop and commercialize two of our candidates for AD, the anti-amyloid beta antibody BIIB037 and an anti-tau monoclonal antibody.

The collaboration initially will be centered on the co-development and co-commercialization of Eisai's two clinical candidates: E2609, a BACE inhibitor, and BAN2401, an anti-amyloid beta antibody. Eisai will serve as the operational and regulatory lead in the co-development of E2609 and BAN2401 and will pursue marketing authorizations for both compounds worldwide. In major markets, such as the U.S. and the E.U., we and Eisai will co-promote the products following marketing approval. Both companies will share overall cost, including research and development expenses and profits will be split between the companies. The agreement excludes commercialization of these candidates in Japan, but includes an option for Eisai to receive an additional one-time payment from us in exchange for expanding joint development and commercialization activities to include Japan.

We paid $100.0 million upon closing and recorded approximately $17.7 million reflecting the fair value of the options granted under the agreement, both of which were classified as research and development expense within our condensed consolidated statements of income. We could pay up to approximately an additional $1.0 billion based on the future achievement of certain development, regulatory and commercial milestones.

Sangamo BioSciences, Inc.

On February 22, 2014, we completed an exclusive worldwide research, development and commercialization collaboration and license agreement with Sangamo BioSciences, Inc. (Sangamo) under which both companies will develop and commercialize product candidates for the treatment of two inherited blood disorders, sickle cell disease and beta-thalassemia. The collaboration is currently in the research stage of development.

Under the terms of the agreement, we paid Sangamo an upfront payment of $20.0 million in cash, with additional payments of up to $300.0 million based on the achievement of certain development, regulatory and commercial milestones, plus royalties based on sales. We recorded the $20.0 million upfront payment as research and development expenses. Under this arrangement, Sangamo will be responsible for identifying a product candidate for the treatment of beta-thalassemia and advancing that candidate through a completed Phase 1 human clinical trial, at which point we will assume responsibility for development. We will jointly develop a sickle cell disease candidate through the potential filing of an investigative new drug application, after which we will assume clinical responsibilities. We will lead the global development and commercialization efforts and Sangamo will have the option to assume co-promotion responsibilities in the U.S.

Isis Pharmaceuticals, Inc.

In January 2012, we entered into an exclusive, worldwide option and collaboration agreement with Isis Pharmaceuticals, Inc. (Isis) under which both companies will develop and commercialize Isis' product candidate for the treatment of spinal muscular atrophy (SMA).

In January 2014, we amended the agreement and agreed to pay the clinical trial costs up to approximately $45.0 million related to the development of ISIS-SMN$_{Rx}$ through studies which Isis will be responsible for performing. We will recognize the $45.0 million as research and development expenses as the trial costs are incurred. We are providing input on the clinical trial design and regulatory strategy and have an option to license ISIS-SMN$_{Rx}$ until completion of the first successful Phase 2/3 trial.

Other Research and Discovery Arrangements

Samsung Bioepis

In February 2012, we finalized an agreement with Samsung BioLogics Co. Ltd. (Samsung Biologics) that established an entity, Samsung Bioepis, to develop, manufacture and market biosimilar pharmaceuticals. Under the terms of the agreement, Samsung Biologics agreed to contribute 280.5 billion South Korean won (approximately $250.0 million) for an 85 percent stake in Samsung Bioepis and we agreed to contribute approximately 49.5 billion South Korean won (approximately $45.0 million) for a 15 percent ownership interest. Our investment is limited to this contribution as we have no obligation to provide any additional funding. As of March 31, 2014, our ownership interest decreased to approximately 12% as Samsung Bioepis secured additional equity financing from Samsung Biologics and we did not participate in such financing. We maintain an option to purchase additional stock based in Samsung Bioepis that would allow us to increase our ownership percentage up to 49.9 percent. The exercise of this option is within our control and is based on paying for 49.9 percent of the total investment made to Samsung Bioepis in excess of what we have already contributed during the agreement plus interest.

As of March 31, 2014 and December 31, 2013, the carrying value of our investment in Samsung Bioepis totaled 18.4 billion and 25.2 billion South Korean won (approximately $17.5 million and $23.9 million), respectively, which is classified as a component of investments and other assets within our condensed consolidated balance sheets. We recognize our share of the results of operations related to our investment in Samsung Bioepis one quarter in arrears when the results of the entity become available, which is reflected as equity in loss of investee, net of tax within our condensed consolidated statements of income. During the three months ended March 31, 2014, we recognized a loss on our investment of $7.6 million, compared to $3.8 million in the prior year comparative period.

Simultaneous with the formation of Samsung Bioepis, we entered into a license agreement, a technical development services agreement and a manufacturing agreement with Samsung Bioepis. For the three months ended March 31, 2014, we recognized $24.1 million in other revenues in relation to these services, compared to $6.8 million in the prior year comparative period, which is reflected as a component of other revenues within our condensed consolidated statement of income.

On December 17, 2013, pursuant to our joint venture agreement with Samsung Biologics, we exercised our right to enter into an agreement with Samsung Bioepis to commercialize anti-TNF biosimilar product candidates in Europe. Under the terms of this agreement, we paid $36.0 million, which was recorded as a research and development expense within our condensed consolidated statements of income as the programs they relate to had not achieved regulatory approval. Samsung Bioepis is eligible to receive an additional $85.0 million in additional milestones related to clinical development and regulatory approval of the product candidates. Upon commercialization, there will be a 50 percent profit share with Samsung Bioepis.

For additional information related to our other significant collaboration arrangements, please read Note 20, *Collaborative and Other Relationships* to our consolidated financial statements included within our 2013 Form 10-K.

18. Litigation

’755 Patent Litigation

On May 27, 2010, Bayer Healthcare Pharmaceuticals Inc. (Bayer) filed a lawsuit against us in the U.S. District Court for the District of New Jersey seeking a declaratory judgment that they do not infringe our U.S. Patent No. 7,588,755 ('755 Patent), which claims the use of interferon beta for immunomodulation or treating a viral condition, viral disease, cancers or tumors, and that the patent is invalid and seeking monetary relief in the form of attorneys' fees, costs and expenses. On May 28, 2010, Biogen Idec MA Inc. (BIMA) filed a lawsuit in the U.S. District Court for the District of New Jersey alleging infringement of the ’755 Patent by EMD Serono, Inc. (manufacturer, marketer and seller of REBIF), Pfizer, Inc. (co-marketer of REBIF), Bayer (manufacturer, marketer and seller of BETASERON and manufacturer of EXTAVIA), and Novartis Pharmaceuticals Corp. (marketer and seller of EXTAVIA) and seeking monetary damages, including lost profits and royalties. The court has consolidated the two lawsuits, and we refer to the two actions as the “Consolidated ’755 Patent Actions”.

Bayer, Pfizer, Novartis and EMD Serono have all filed counterclaims in the Consolidated ’755 Patent Actions seeking declaratory judgments of patent invalidity and non-infringement, and seeking monetary relief in the form of costs and attorneys' fees, and EMD Serono and Bayer have each filed a counterclaim seeking a declaratory judgment that the ’755 Patent is unenforceable based on alleged inequitable conduct. Bayer has also amended its complaint to seek such a declaration. No trial date has been set.

Italian National Medicines Agency

In the fourth quarter of 2011, Biogen Idec Italia SRL received notice from the Italian National Medicines Agency (Agenzia Italiana del Farmaco or AIFA) that sales of TYSABRI after mid-February 2009 exceeded a reimbursement limit established pursuant to a Price Determination Resolution (Price Resolution) granted by AIFA in December 2006. The Price Resolution set the initial price for the sale of TYSABRI in Italy and limited the amount of government reimbursement “for the first 24 months” of TYSABRI sales. As the basis for the claim, the AIFA notice referred to a 2001 Decree that provides for an automatic 24-month renewal of the terms of all Price Resolutions that are not renegotiated prior to the expiration of their term.

On December 23, 2011, we filed an appeal in the Regional Administrative Tribunal of Lazio (Il Tribunale Amministrativo Regionale per il Lazio) in Rome against AIFA, seeking a ruling that the reimbursement limit in the Price Resolution should apply as written to only "the first 24 months" of TYSABRI sales, which ended in February 2009. The final determination of the appeal is still pending and AIFA and Biogen Idec Italia SRL are in discussions about a resolution of the period from February 2009 through February 2013. On November 21, 2012, the tribunal ruled that the reimbursement limit would not automatically renew.

On March 25, 2014, AIFA's Price and Reimbursement Committee entered into an agreement with Biogen Idec Italia SRL that would eliminate the reimbursement limit beginning in February 2013. The agreement is pending approval by the AIFA Board of Directors and would be effective for a 24-month term following its subsequent publication in the Official Gazette.

Average Manufacturer Price Litigation

On September 6, 2011, we and several other pharmaceutical companies were served with a complaint originally filed under seal on October 28, 2008 in the United States District Court for the Eastern District of Pennsylvania by Ronald Streck (the relator) on behalf of himself and the United States, and the states of New Jersey, California, Rhode Island, Michigan, Montana, Wisconsin, Massachusetts, Tennessee, Oklahoma, Texas, Indiana, New Hampshire, North Carolina, Florida, Georgia, New Mexico, Illinois, New York, Virginia, Delaware, Hawaii, Louisiana, Connecticut, and Nevada (collectively, the States), and the District of Columbia, alleging violations of the False Claims Act, 31 U.S.C. § 3729 et seq. and state and District of Columbia statutory counterparts. The United States and the States have declined to intervene, and the District of Columbia has not intervened. The complaint as amended alleges that Biogen Idec and other defendants underreport Average Manufacturer Price (AMP) information to the Centers for Medicare and Medicaid Services, thereby causing Biogen Idec and the other defendants to underpay rebates under the Medicaid Drug Rebate Program. The relator alleges that the underreporting has occurred because Biogen Idec and other defendants improperly consider various payments that they make to drug wholesalers to be discounts under applicable federal law. The court has dismissed certain claims and a trial has been set for December 2014 on the remaining claims. We have not formed an opinion that an unfavorable outcome under the remaining claims is either “probable” or “remote,” and are unable at this stage of the litigation to form an opinion as to the magnitude or range of any potential loss. We believe that we have good and valid defenses and intend to vigorously defend against the allegations.

Government Matters

We have learned that state and federal governmental authorities are investigating our sales and promotional practices and have received related subpoenas. We have also received a subpoena from the federal government for documents relating to our relationship with certain pharmacy benefit managers. We are cooperating with the government in these matters.

Qui Tam Litigation

In August, 2012, we learned that a relator, on behalf of the United States and certain states, filed a suit under seal on February 17, 2011 against us, Elan Corporation, plc, and Elan Pharmaceuticals, Inc. in the United States District Court for the Western District of Virginia. We have neither seen nor been served with the complaint, but understand that it was filed under the Federal False Claims Act.

Product Liability and Other Legal Proceedings

We are also involved in product liability claims and other legal proceedings generally incidental to our normal business activities. While the outcome of any of these proceedings cannot be accurately predicted, we do not believe the ultimate resolution of any of these existing matters would have a material adverse effect on our business or financial condition.

19. Commitments and Contingencies

In 2006, we acquired Fumapharm AG. As part of this acquisition we acquired FUMADERM and TECFIDERA (together, Fumapharm Products). We are required to make additional contingent payments to former shareholders of Fumapharm AG based on the attainment of certain cumulative sales levels of Fumapharm Products, with the amount of each payment based on the level of total net sales of Fumapharm Products in the prior twelve month period, as defined in the acquisition agreement:

BIOGEN IDEC INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, continued)

	Cumulative Sales Level			
	$1.0B	**$2.0B**	**$3.0B**	**Each additional $1.0B up to $20.0B**
Prior 12 Month Sales	**Payment Amounts (In Millions)**			
< $500 million	$ —	$ —	$ —	$ —
$500 million - $1.0 billion	25.0	50.0	50.0	50.0
$1.0 billion - $1.5 billion	50.0	100.0	100.0	100.0
$1.5 billion - $2.0 billion	—	150.0	150.0	150.0
$2.0 billion - $2.5 billion	—	200.0	200.0	200.0
$2.5 billion - $3.0 billion	—	—	250.0	250.0
> $3.0 billion	—	—	—	300.0

These payments will be accounted for as an increase to goodwill as incurred, in accordance with the accounting standard applicable to business combinations when we acquired Fumapharm. Any portion of the payment which is tax deductible will be recorded as a reduction to goodwill. Payments are due within 60 days following the end of the quarter in which the applicable cumulative sales level has been reached. During the three months ended March 31, 2014, we paid the $25.0 million contingent payment as we reached the $1.0 billion cumulative sales level related to the Fumapharm Products in 2013.

20. Segment Information

We operate as one operating segment, which is the business of discovering, developing, manufacturing and marketing therapies for the treatment of multiple sclerosis and other autoimmune disorders, neurodegenerative diseases and hemophilia and, therefore, our chief operating decision-maker manages the operations of our company as a single operating segment.

Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*

The following discussion should be read in conjunction with our condensed consolidated financial statements and accompanying notes beginning on page 4 of this quarterly report on Form 10-Q and our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2013 (2013 Form 10-K). Certain totals may not sum due to rounding.

Executive Summary

Introduction

Biogen Idec is a global biotechnology company focused on discovering, developing, manufacturing and marketing therapies for the treatment of multiple sclerosis (MS) and other autoimmune disorders, neurodegenerative diseases and hemophilia. We also collaborate on the development and commercialization of RITUXAN for the treatment of non-Hodgkin's lymphoma, chronic lymphocytic leukemia and other conditions and share profits and losses for GAZYVA for the treatment of chronic lymphocytic leukemia.

In the near term, our revenues are dependent upon continued sales of our four principal products, AVONEX, TYSABRI, TECFIDERA and RITUXAN. In the longer term, our revenue growth will be dependent upon the successful clinical development, regulatory approval and launch of new commercial products, our ability to obtain and maintain patents and other rights related to our marketed products and assets originating from our research and development efforts, and successful execution of external business development opportunities. As part of our ongoing research and development efforts, we have devoted significant resources to conducting clinical studies to advance the development of new pharmaceutical products and to explore the utility of our existing products in treating disorders beyond those currently approved in their labels.

Financial Highlights

The following table is a summary of financial results achieved:

	For the Three Months Ended March 31,		
(In millions, except per share amounts and percentages)	**2014 (1)**	**2013 (2)**	**Change %**
Total revenues	$ 2,129.8	$ 1,415.1	50.5%
Income from operations	$ 671.3	$ 510.5	31.5%
Net income attributable to Biogen Idec Inc.	$ 480.0	$ 426.7	12.5%
Diluted earnings per share attributable to Biogen Idec Inc.	$ 2.02	$ 1.79	12.7%

(1) Total revenues for the three months ended March 31, 2014 includes 100% of net revenues related to sales of TYSABRI as a result of our acquisition of TYSABRI rights from Elan on April 2, 2013 and net revenues related to sales of TECFIDERA, our oral first-line treatment for people with relapsing forms of MS, which was approved by the U.S. Food and Drug Administration (FDA) in March 2013 and the European Commission (EC) in February 2014.

(2) Our share of revenues from unconsolidated joint business reflects a charge of $41.5 million for damages and interest awarded to Hoechst GmbH (Hoechst) in Genentech Inc.'s arbitration with Hoechst for RITUXAN.

As described below under *"Results of Operations,"* our operating results for the three months ended March 31, 2014 reflect the following:

- Worldwide AVONEX revenues totaled $761.5 million in the first quarter of 2014, representing an increase of 2.1% over the same period in 2013.
- Worldwide TYSABRI revenues totaled $441.0 million in the first quarter of 2014, representing an increase of 41.3% over the same period in 2013. The increase in revenue is primarily due to 100% of net U.S. revenue being recognized starting in April 2013 as a result of our acquisition of TYSABRI rights.
- Worldwide TECFIDERA revenues totaled $505.7 million in the first quarter of 2014.
- Our share of RITUXAN and GAZYVA revenues totaled $296.9 million in the first quarter of 2014, representing an increase of 12.2% over the same period in 2013.

- Total cost and expenses increased 60.8% in the first quarter of 2014, compared to the same period in 2013. This increase resulted from a 179.2% increase in the amortization of acquired intangible assets, a 86.0% increase in research and development expense, a 108.8% increase in cost of sales, a 172.4% increase in income tax expense and a 45.1% increase in selling, general and administrative expense, partially offset by a 100.0% decrease in collaboration profit sharing compared with the same period in 2013.

  The increases in cost of sales and the amortization of acquired intangibles are a result of our April 2013 acquisition of the TYSABRI rights. We also recorded higher amortization on our AVONEX intangible asset. Our increase in research and development expense is primarily attributable to upfront payments made to Eisai Co., Ltd. (Eisai) and Sangamo BioSciences, Inc. (Sangamo) in connection with collaboration agreements entered into with these companies in the first quarter of 2014. Higher selling, general and administrative expense resulted from increased costs incurred in connection with our product launch of TECFIDERA in the U.S. and E.U. and ALPROLIX in the U.S. and Canada and our development of commercial capabilities for potential product launches of ELOCTATE and PLEGRIDY.

We generated $104.6 million of net cash flows from operations for the three months ended March 31, 2014, which were primarily driven by earnings offset by an increase in working capital. Cash, cash equivalents and marketable securities totaled approximately $1,984.5 million as of March 31, 2014.

Business Environment

We conduct our business within the biotechnology and pharmaceutical industries, which are highly competitive. Many of our competitors are working to develop or have commercialized products similar to those we market or are developing, including oral and other alternative formulations that may compete with AVONEX, TYSABRI, TECFIDERA or other products we are developing. In addition, the commercialization of certain of our own approved products and pipeline product candidates may negatively impact future sales of AVONEX, TYSABRI, TECFIDERA or all three. We may also face increased competitive pressures from the emergence of biosimilars, generic versions of TECFIDERA or related prodrug derivatives. In the U.S., AVONEX, TYSABRI, and RITUXAN are licensed under the Public Health Service Act (PHSA) as biological products. In March 2010, U.S. healthcare reform legislation amended the PHSA to authorize the FDA to approve biological products, known as biosimilars, that are similar to or interchangeable with previously approved biological products based upon potentially abbreviated data packages.

Global economic conditions continue to present challenges for our industry. Governments in many international markets where we operate have implemented austerity measures to constrain the overall level of government expenditures. These measures, which include efforts aimed at reforming health care coverage and reducing health care costs, particularly in certain countries in Europe, continue to exert pressure on product pricing, have delayed reimbursement for our products, and have negatively impacted our revenues and results of operations. It is possible that additional U.S. federal health care reform measures will be adopted in the future, including as a result of ongoing discussions to reduce the U.S. federal budget deficit to address government finances, any of which could result in increased pricing pressure and reduced reimbursement for our products and otherwise have an adverse impact on our financial position or results of operations. For additional information about certain risks that could negatively impact our financial position or future results of operations, please read the *"Risk Factors"* section of this report.

The Patient Protection and Affordable Care Act

The Patient Protection and Affordable Care Act (PPACA) included a significant expansion of the Medicaid program, as well as the creation of new state-based health benefit exchanges, or marketplaces, through which individuals and small businesses may purchase health insurance. Premium and cost-sharing credits and subsidies are available to those who qualify based on income. Marketplace plans began to enroll new members in October 2013, and coverage began on January 1, 2014. Although the effects of the legislation are still unclear, PPACA could result in a greater number of individuals with health insurance under Medicaid and the marketplace health plans. The impact on manufacturers, including us, will depend in part on the formulary and benefit design decisions made by insurance sponsors or plans participating in the programs. It is possible that individuals who were previously unable to access insurance may now become insured, thus increasing coverage for our products. This potential increase in coverage, however, may be offset by the added discounts that could be required in these channels as well as the number of patients who over time move from commercial insurance to the health insurance marketplaces. It is also possible that we may need to provide discounts or rebates to such plans in order to maintain favorable formulary access for our products for this patient population, which could have an adverse impact on our sales and results of operations.

Key Pipeline and Product Developments

TECFIDERA

In February 2014, the EC approved the use of TECFIDERA in the European Union (E.U.) as a first-line oral treatment for people with relapsing-remitting MS.

TYSABRI

In March 2014, we received marketing approval for TYSABRI in Japan.

ALPROLIX

In March 2014, the FDA approved the use of ALPROLIX for the control and prevention of bleeding episodes, perioperative (surgical) management and routine prophylaxis in adults and children with hemophilia B. ALPROLIX was also approved by Health Canada for the treatment of hemophilia B in March 2014.

PLEGRIDY

In March 2014, we announced that the FDA extended the initial Prescription Drug User Fee Act (PDUFA) date for its review of our application for PLEGRIDY by three months, which is a standard extension period.

Results of Operations

Revenues

Revenues are summarized as follows:

	For the Three Months Ended March 31,			
(In millions, except percentages)	**2014**		**2013**	
Product revenues:				
United States	$ 1,170.2	54.9%	$ 604.9	42.7%
Rest of world	572.6	26.9%	490.9	34.7%
Total product revenues	1,742.8	81.8%	1,095.8	77.4%
Unconsolidated joint business	296.9	13.9%	264.6	18.7%
Other revenues	90.1	4.2%	54.7	3.9%
Total revenues	$ 2,129.8	100.0%	$ 1,415.1	100.0%

Product Revenues

Product revenues are summarized as follows:

	For the Three Months Ended March 31,			
(In millions, except percentages)	**2014**		**2013**	
AVONEX	$ 761.5	43.7%	$ 746.1	68.1%
TYSABRI	441.0	25.3%	312.2	28.5%
TECFIDERA	505.7	29.0%	—	—%
Other product revenues	34.6	2.0%	37.5	3.4%
Total product revenues	$ 1,742.8	100.0%	$ 1,095.8	100.0%

AVONEX

Revenues from AVONEX are summarized as follows:

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
United States	$ 476.1	$ 491.5	(3.1)%
Rest of world	285.4	254.6	12.1 %
Total AVONEX revenues	$ 761.5	$ 746.1	2.1 %

For the three months ended March 31, 2014, compared to the same period in 2013, the decrease in U.S. AVONEX revenues was primarily due to a 16% decrease in unit sales volume, which was primarily attributable to patients transitioning to oral therapies including TECFIDERA, partially offset by price increases.

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in rest of world AVONEX revenues primarily was due to increased unit demand in the Emerging Markets region and a favorable net price in Germany due to a lower mandatory rebate, partially offset by pricing reductions in some countries. The increased unit demand in the Emerging Markets region was primarily related to the timing of shipments in Brazil, a tender market, which occurred in the first quarter this year but the second quarter of last year. Rest of world AVONEX revenue for the three months ended March 31, 2014, compared to the same period in 2013, also reflects the positive impact of foreign currency exchange rates, offset by losses recognized in relation to the settlement of certain cash flow hedge instruments under our foreign currency hedging program.

We expect AVONEX to continue facing increased competition in the MS marketplace in both the U.S. and rest of world. We and a number of other companies have commercialized or are working to develop additional treatments for MS, including oral and other alternative formulations that may compete with AVONEX. The launch and growth of TECFIDERA and the commercialization of certain of our own potential products, such as PLEGRIDY, may also negatively impact future sales of AVONEX. Increased competition also may lead to reduced unit sales of AVONEX, as well as increasing price pressures particularly in geographic markets outside the U.S.

TYSABRI

Revenues from TYSABRI are summarized as follows:

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
United States	$ 234.3	$ 113.4	106.6%
Rest of world	206.7	198.8	4.0%
Total TYSABRI revenues	$ 441.0	$ 312.2	41.3%

The increase in U.S. TYSABRI revenue for the three months ended March 31, 2014, compared to the same period in 2013, was primarily due to our recognition, starting in April 2013, of 100% of net revenues on TYSABRI in-market sales due to our acquisition of the remaining TYSABRI rights from Elan and price increases, partially offset by a 22% decrease in unit sales volume.

Based on data reported by Elan for 2013 and our sales to third party customers, total U.S. TYSABRI in-market sales were $234.3 million and $257.4 million for the three months ended March 31, 2014 and 2013, respectively. The decrease in the three months ended March 31, 2014 in-market sales compared to the prior year comparable period was primarily due to changes in the inventory levels at our distributor in anticipation of our acquisition of TYSABRI rights from Elan (which occurred in April 2013) and patients transitioning to oral therapies.

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in rest of world TYSABRI revenues was primarily due to a favorable net price in Germany as the mandatory rebate percentage was reduced and volume increases primary in Emerging Markets, partially offset by pricing reductions in some countries. The volume increase in the Emerging Markets was primarily related to the timing of shipments in Brazil that occurred in the first quarter of 2014 but the second quarter of 2013. Rest of world TYSABRI revenue for the three months ended March 31, 2014, compared to the same period in 2013, also reflects the positive impact of foreign currency exchange rates, partially offset by losses recognized in relation to the settlement of certain cash flow hedge instruments under our foreign currency hedging program.

Losses recognized in relation to the settlement of certain cash flow hedge instruments under our foreign currency hedging program for TYSABRI totaled $1.4 million for the three months ended March 31, 2014, compared to gains of $0.3 in the prior year comparative period.

For information relating to our agreement with AIFA relating to sales of TYSABRI in Italy, please read Note 2, *Accounts Receivable* to our condensed consolidated financial statements included in this report. As described in Note 2, the pricing agreement with AIFA for the period starting February 2013, is pending approval by the board of directors of AIFA. Upon approval of a pricing agreement related to the periods subsequent to February 2013, TYSABRI revenues that were deferred subsequent to February 2013 will be recognized as revenue based on the agreed-upon price. Currently, we expect to record approximately $53 million of incremental revenue based on amounts deferred through March 31, 2014.

We expect TYSABRI to continue facing increased competition in the MS marketplace in both the U.S. and rest of world. We and a number of other companies have commercialized or are working to develop additional treatments for MS, including oral and other alternative formulations that may compete with TYSABRI. In addition, the launch and growth of TECFIDERA and the commercialization of certain of our own products may negatively impact future sales of TYSABRI. In addition, safety warnings included in the TYSABRI label, such as the risk of progressive multifocal leukoencephalopathy (PML), and any future safety-related label changes, may limit the growth of TYSABRI unit sales. We continue to research and develop protocols and therapies that may reduce risk and improve outcomes of PML in patients. Our efforts to stratify patients into lower or higher risk for developing PML, including through the JCV antibody assay, and other on-going or future clinical trials involving TYSABRI may have a negative impact on prescribing behavior, which may result in decreased product revenues from sales of TYSABRI.

TECFIDERA

Revenues from TECFIDERA are summarized as follows:

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**Change %**
United States	$ 459.8	$ —	**
Rest of world	45.9	—	**
Total TECFIDERA revenues	$ 505.7	$ —	**

In February 2014, the EC approved the use of TECFIDERA in the E.U. During 2013, we received marketing approval for TECFIDERA in the U.S., Canada and Australia. U.S. sales began in April 2013.

In the first year subsequent to its commercial launch in the U.S., approximately 70% of new patients taking TECFIDERA have switched from a different MS therapy, including our products AVONEX and TYSABRI. We believe that the previous therapies from which these patients switched to TECFIDERA is roughly proportionate to the current market share distribution of all products currently approved to treat relapsing remitting MS. We have a relatively limited product history for TECFIDERA. Therefore, it remains difficult to estimate trends of future product sales of TECFIDERA and the resulting impact on sales and market share of our other therapies and other competing MS therapies.

Other Product Revenues

Other product revenues are summarized as follows:

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**Change %**
FAMPYRA	$ 19.0	$ 23.2	(18.1)%
FUMADERM	15.6	14.3	9.1 %
Total other product revenues	$ 34.6	$ 37.5	(7.7)%

We have a license from Acorda Therapeutics, Inc. (Acorda) to develop and commercialize FAMPYRA in all markets outside the U.S. For information about our relationship with Acorda, please read Note 20, *Collaborative and Other Relationships* to our consolidated financial statements included within our 2013 Form 10-K.

For the three months ended March 31, 2014, compared to the same period in 2013, the decrease in FAMPYRA revenue was primarily due to the recognition of deferred revenue in the prior year comparative period. FAMPYRA revenues for the three months ended March 31, 2013 included the recognition of revenues previously deferred in Germany as a result of finalizing a contract that included the final negotiated fixed price, which was higher than the lowest point of the initial range cited by the German pricing authority.

Unconsolidated Joint Business Revenues

We collaborate with Genentech, Inc., a wholly-owned member of the Roche Group, on the development and commercialization of RITUXAN. In addition, in the U.S. we share operating profits and losses relating to GAZYVA with Genentech. The Roche Group and its sub-licensees maintain sole responsibility for the development, manufacturing and commercialization of GAZYVA in the U.S. For additional information related to this collaboration, including information regarding the pre-tax profit sharing formula and its impact on future unconsolidated joint business revenues, please read Note 20, *Collaborative and Other Relationships* to our consolidated financial statements included within our 2013 Form 10-K.

Revenues from unconsolidated joint business are summarized as follows:

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**Change %**
Biogen Idec's share of profits in the U.S. for RITUXAN and GAZYVA (1)	$ 273.3	$ 281.3	(2.8)%
Reimbursement of selling and development expenses in the U.S. for RITUXAN	1.4	0.5	180.0 %
Revenue on sales in the rest of world for RITUXAN	22.2	(17.2)	(229.1)%
Total unconsolidated joint business revenues	$ 296.9	$ 264.6	12.2 %

(1) GAZYVA was approved by the FDA in November 2013.

Although we were not a party to the arbitration, we reduced our share of RITUXAN revenues from unconsolidated joint business by $41.5 million during the three months ended March 31, 2013 to reflect our share of the royalties and interest awarded to Hoechst, of which revenue on sales in the rest of world for RITUXAN was reduced by $37.6 million and pre-tax profits in the U.S. were reduced by $3.9 million.

Biogen Idec's Share of Pre-tax Profits in the U.S. for RITUXAN and GAZYVA

The following table provides a summary of amounts comprising our share of pre-tax profits on RITUXAN and GAZYVA in the U.S.:

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**Change %**
Product revenues, net	$ 876.2	$ 864.5	1.4 %
Cost and expenses	184.4	148.6	24.1 %
Pre-tax profits in the U.S. for RITUXAN and GAZYVA	691.8	715.9	(3.4)%
Biogen Idec's share of pre-tax profits in the U.S. for RITUXAN and GAZYVA	$ 273.3	$ 281.3	(2.8)%

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in U.S. product revenues was due to price increases partially offset by a decrease in commercial demand. Commercial demand decreased by approximately 3.2% in U.S. unit sales volume for RITUXAN during the three months ended March 31, 2014, compared to the same period in the prior year.

Collaboration costs and expenses for the three months ended March 31, 2014, compared to the same period in 2013, increased primarily due to GAZYVA sales and marketing and research and development expenses offset by lower RITUXAN cost of goods sold and operating expenses. Upon the first marketing approval of GAZYVA by the FDA, we began recognizing all activity, including sales and marketing and research and development expenses related to the GAZYVA program in unconsolidated joint business within our condensed consolidated statements of income. Prior to its first regulatory approval, we recognized our share of GAZYVA development and commercialization expenses as research and development expense and selling, general and administrative expense, respectively, within our condensed consolidated statements of income.

Revenue on Sales in the Rest of World for RITUXAN

Revenue on sales in the rest of world for RITUXAN consists of our share of pre-tax co-promotion profits on RITUXAN in Canada and royalty revenue on sales outside the U.S. and Canada. For the three months ended March 31, 2014 compared to the same period in 2013, revenue on sales in the rest of world for RITUXAN increased primarily due to the prior year recognition of a $37.6 million charge for damages and interest awarded to Hoechst, as discussed above.

The royalty period for sales in the rest of world is 11 years from the first commercial sale of such product on a country-by-country basis. The royalty periods for the substantial portion of the remaining royalty-bearing sales in the rest of world

markets expired during 2012 and 2013. We expect future revenue on sales of RITUXAN in the rest of world will be limited to our share of pre-tax co-promotion profits in Canada.

Other Revenues

Other revenues are summarized as follows:

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Royalty revenues	$ 37.9	$ 32.8	15.5%
Corporate partner revenues	52.2	21.9	138.4%
Total other revenues	$ 90.1	$ 54.7	64.7%

Royalty Revenues

We receive royalties from net sales on products related to patents that we licensed. Our most significant source of royalty revenue is derived from net worldwide sales of ANGIOMAX, which is licensed to The Medicines Company (TMC). Royalty revenues from the net worldwide sales of ANGIOMAX are recognized in an amount equal to the level of net sales achieved during a calendar year multiplied by the royalty rate in effect for that tier under our agreement with TMC. The royalty rate increases based upon which tier of total net sales are earned in any calendar year. For the three months ended March 31, 2014, compared to the same period in 2013, royalty revenues increased due to an increase in the net worldwide sales of ANGIOMAX as well as an increase in net sales of certain other licensed products.

We expect U.S. royalty revenues from ANGIOMAX to cease when the term of the U.S. patent covering ANGIOMAX expires on December 15, 2014. We are entitled to royalties on product sales in certain European countries through mid-2015; however, we do not expect the amount of revenues to be significant. For additional information on our U.S. patent that covers ANGIOMAX, please read the subsection entitled *"Other Revenues – Royalty Revenues"* of the *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* included within our 2013 Form 10-K.

We also expect declines in royalty revenues from our outlicensed patents over the next several years due to changes in the competitive landscape related to one of the underlying technologies we licensed. These changes resulted in an asset impairment charge of $34.7 million recorded in the first quarter of 2014 which has been reflected in Amortization of Acquired Intangible Assets within our condensed consolidated statement of income.

Corporate Partner Revenues

Our corporate partner revenues include amounts earned upon delivery of product under contract manufacturing agreements, revenues related to our arrangements with Samsung Bioepis and Eisai, and supply agreement revenues covering products previously included within our product line that we have sold or exclusively licensed to third parties.

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in corporate partner revenues was primarily due to higher contract manufacturing revenue and increased revenue from our biosimilar arrangements. The increase in corporate partner revenue was partially offset by lower revenue associated with our ZEVALIN supply agreement. An amendment to our ZEVALIN supply agreement in 2013 resulted in the delivery of our remaining ZEVALIN inventory and the recognition of a previously deferred amount during the three months ended March 31, 2013. ZEVALIN is a program we sold in 2007 but have continued to manufacture. As part of the amendment, we have committed to one additional ZEVALIN manufacturing campaign, which we expect to complete in 2014.

For additional information on our relationship with Samsung Bioepis, please read Note 17, *Collaborative and Other Relationships* to our condensed consolidated financial statements included within this report. For additional information on our relationship with Eisai, please read Note 11, *Property, Plant and Equipment* included within our 2013 Form 10-K.

Reserves for Discounts and Allowances

Revenues from product sales are recorded net of applicable allowances for trade term discounts, wholesaler incentives, Medicaid rebates, Veterans Administration (VA) and Public Health Service (PHS) discounts, managed care rebates, product returns, and other governmental rebates or applicable allowances including those associated with the implementation of pricing actions in certain international markets where we operate.

Reserves established for these discounts and allowances are classified as reductions of accounts receivable (if the amount is payable to our direct customer) or a liability (if the amount is payable to a party other than our customer). These reserves are based on estimates of the amounts earned or to be claimed on the related sales. Our estimates take into consideration our historical experience, current contractual and statutory requirements, specific known market events and trends, and forecasted customer buying and payment patterns. Actual amounts may ultimately differ from our estimates. If actual results vary, we adjust these estimates, which will have an effect on earnings in the period of adjustment. To date, such adjustments have not been significant.

Reserves for discounts, contractual adjustments and returns that reduced gross product revenues are summarized as follows:

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**Change %**
Discounts	$ 76.8	$ 27.0	184.4%
Contractual adjustments	291.1	148.2	96.4%
Returns	11.5	3.9	194.9%
Total allowances	$ 379.4	$ 179.1	111.8%
Gross product revenues	$ 2,122.2	$ 1,274.9	66.5%
Percent of gross product revenues	17.9%	14.0%	

During 2014, we reclassified prior year amounts related to our AVONEX co-pay programs from discounts to contractual adjustments. For the three months ending March 31, 2013, we reclassified $7.8 million.

As a result of our acquisition of TYSABRI rights from Elan, we began recognizing reserves for discounts and allowances for U.S. TYSABRI revenue in the second quarter of 2013. Prior periods included reserves for discounts and allowances for rest of world TYSABRI revenue and worldwide AVONEX revenue. In addition, following our U.S. commercial launch of TECFIDERA in the second quarter of 2013 and E.U. commercial launch of TECFIDERA in the first quarter of 2014, we began recognizing reserves for discounts and allowances related to TECFIDERA revenue. Gross product revenues for the three months ended March 31, 2013 include sales of TYSABRI to Elan under our collaboration agreement, which did not have any corresponding reserves for discounts and allowances.

Discounts include trade term discounts and wholesaler incentives. For the three months ended March 31, 2014, compared to the same period in 2013, the increase in discounts was primarily driven by the above noted additions of TECFIDERA and U.S. TYSABRI amounts.

Contractual adjustments relate to Medicaid and managed care rebates, VA, PHS discounts and other government rebates or applicable allowances. In addition to the above noted additions of TECFIDERA and U.S. TYSABRI amounts, for the three months ended March 31, 2014, compared to the same period in 2013, the increase in contractual adjustments was primarily due to an increase in U.S. governmental rebates and allowances as a result of price increases.

Product return reserves are established for returns made by wholesalers. In accordance with contractual terms, U.S. wholesalers are permitted to return product for reasons such as damaged or expired product. The majority of wholesaler returns are due to product expiration. Reserves for product returns are recorded in the period the related revenue is recognized, resulting in a reduction to product sales. For the three months ended March 31, 2014 compared to the same period in 2013, return reserves increased primarily due to our acquisition of TYSABRI rights, increased return rates for prior year AVONEX shipments, and the start of commercial sales of TECFIDERA in the U.S., as discussed above.

For additional information related to our reserves, please read Note 5, *Reserves for Discounts and Allowances* to our consolidated financial statements included within our 2013 Form 10-K.

Cost and Expenses

A summary of total cost and expenses is as follows:

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Cost of sales, excluding amortization of acquired intangible assets	$ 279.2	$ 133.7	108.8 %
Research and development	528.9	284.3	86.0 %
Selling, general and administrative	511.7	352.6	45.1 %
Amortization of acquired intangible assets	143.3	51.3	179.2 %
Collaboration profit sharing	—	85.4	(100.0)%
(Gain) loss on fair value remeasurement of contingent consideration	(0.8)	2.3	(135.1)%
Total cost and expenses	$ 1,462.3	$ 909.6	60.8 %

Cost of Sales, Excluding Amortization of Acquired Intangible Assets

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Product cost of sales	$ 149.6	$ 87.9	70.2%
Royalty cost of sales	$ 129.6	$ 45.8	183.0%
Total cost of sales	$ 279.2	$ 133.7	108.8%

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in product cost of sales was driven by higher unit sales volume, our product launch of TECFIDERA in the U.S. and E.U. and our contract manufacturing and biosimilars manufacturing arrangements.

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in royalty cost of sales was primarily driven by our acquisition of TYSABRI rights, partially offset by the expiration of a third party royalty related to AVONEX. Commencing in the second quarter of 2013, we began recording 100% of cost of sales and third party royalties of TYSABRI, which previously were shared with Elan. Our contingent payments due to Elan are also recorded as a component of royalty cost of sales. For additional information on the contingent payments due to Elan, please read Note 2, *Acquisitions* to our consolidated financial statements included within our 2013 Form 10-K.

Inventory amounts written down related to excess, obsolete, unmarketable, or other inventory totaled $5.8 million for the three months ended March 31, 2014, as compared to $3.8 million in the prior year comparative period.

Research and Development

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Marketed products	$ 78.5	$ 43.7	79.6 %
Late stage programs	49.4	71.7	(31.1)%
Early stage programs	50.3	25.6	96.5 %
Research and discovery	30.2	23.4	29.1 %
Other research and development costs	182.7	119.4	53.0 %
Milestone and upfront expenses	137.8	0.5	**
Total research and development	$ 528.9	$ 284.3	86.0 %

Research and development expense incurred in support of our marketed products includes costs associated with product lifecycle management activities including, if applicable, costs associated with the development of new indications for existing products. Late stage programs are programs in Phase 3 development or in registration stage. Early stage programs are programs in Phase 1 or Phase 2 development. Research and discovery represents costs incurred to support our discovery research and translational science efforts. Other research and development costs consist of indirect costs incurred in support of overall research and development activities and non-specific programs, including activities that benefit multiple programs, such as management costs as well as depreciation and other facility-based expenses.

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in research and development expense was primarily related to increase in costs incurred in connection with our marketed products, early stage programs and upfront and milestone expenses, partially offset by decrease in costs incurred in connection with our late stage programs. The increase in spending associated with marketed products is related to ALPROLIX, which was recently approved, and costs associated with TYSABRI, which previously were shared with Elan and now are recorded 100% by us upon our acquisition of the remaining TYSABRI rights from Elan in April 2013. Research and development expense related to our early stage programs increased over the prior year comparative period primarily due to costs incurred in the advancement of our Anti-LINGO program in multiple sclerosis, our BIIB037 program for Alzheimer's disease, and an increase in spending incurred in connection with our development of STX-100 for the treatment of idiopathic pulmonary fibrosis.

The increase in spending associated with milestones and upfront expenses was driven by upfront amounts to Eisai and Sangamo in the first quarter of 2014. Research and development expense for the three months ended March 31, 2014 includes charges of $117.7 million recorded upon entering into the collaboration agreement with Eisai and $20.0 million related to an upfront payment made to Sangamo upon entering into an exclusive worldwide collaboration and license agreement. For additional information about these transactions, please read Note 17, *Collaborative and Other Relationships* to our condensed consolidated financial statements included within this report.

The decrease in spending associated with our late stage product candidates was driven by approval of ALPROLIX in the first quarter of 2014 and GAZYVA in the fourth quarter of 2013.

We intend to continue committing significant resources to targeted research and development opportunities where there is a significant unmet need and where the drug candidate has the potential to be highly differentiated. Specifically, we intend to continue to invest in bringing forward our MS pipeline and in pursuing additional therapies for autoimmune disorders, neurodegenerative diseases and hemophilia.

Selling, General and Administrative

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**Change %**
Selling, general and administrative	$ 511.7	$ 352.6	45.1%

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in selling, general and administrative expense was primarily driven by costs associated with developing commercial capabilities for the product launches of TECFIDERA in the E.U., ALPROLIX in the US, and the potential product launches of ELOCTATE and PLEGRIDY, along with an increase in sales and marketing activities in support of our MS franchise, primarily TYSABRI and TECFIDERA. The increase in sales and marketing activities in support of TYSABRI were primarily driven by assuming 100% responsibility of activities as a result of the acquisition of TYSABRI rights in April 2013. The successful commercialization of new and potential new products requires significant investments, such as sales force build and development, training, marketing, and other related activities. The increase in selling, general, and administrative expense was also driven by an increase in corporate giving.

We remain focused on preparing for multiple potential product launches in the coming years. As discussed above, we continue to invest in commercial capabilities in support of our TECFIDERA program, and we have continued to make investments in the development of commercial capabilities for our hemophilia franchise.

Amortization of Acquired Intangible Assets

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Amortization of acquired intangible assets	$ 143.3	$ 51.3	179.2%

Our most significant intangible assets relate to our AVONEX and TYSABRI products.

For the three months ended March 31, 2014, compared to the same period in 2013, the change in amortization of acquired intangible assets was primarily driven by our acquisition of the TYSABRI rights from Elan and an increase in the amount of amortization recorded in relation to our AVONEX intangible asset. Also during the three months ended March 31, 2014, we recorded as amortization expense a charge of $34.7 million related to the impairment of one of our out-licensed patents to reflect a change in its estimated fair value. For additional information related to the amortization of acquired intangible assets, please read Note 5, *Intangible Assets and Goodwill* to our condensed consolidated financial statements included within this report.

We monitor events and expectations regarding product performance. If there are any indications that the assumptions underlying our most recent analysis would be different than those utilized within our current estimates, our analysis would be updated and may result in a significant change in the anticipated lifetime revenues of the relevant process. The occurrence of an adverse event could substantially increase the amount of amortization expense associated with our acquired intangible assets as compared to previous periods or our current expectations, which may result in a significant negative impact on our future results of operations.

Collaboration Profit Sharing

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Collaboration profit sharing	$ —	$ 85.4	(100.0)%

Upon our acquisition of TYSABRI rights, our collaboration agreement was terminated, and we no longer record collaboration profit sharing.

(Gain) Loss on Fair Value Remeasurement of Contingent Consideration

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
(Gain) loss on fair value remeasurement of contingent consideration	$ (0.8)	$ 2.3	(135.1)%

The consideration for certain of our business combinations includes future payments that are contingent upon the occurrence of a particular factor or factors. For business combinations completed after January 1, 2009, we record an obligation for such contingent consideration payments at its fair value on the acquisition date. We revalue our contingent consideration obligations each reporting period. Changes in the fair value of our contingent consideration obligations, other than changes due to payments, are recognized as a (gain) loss on fair value remeasurement of contingent consideration within our condensed consolidated statements of income. The gain for the three months ended March 31, 2014, compared to the loss in the same period in 2013, was primarily due to changes in the probability and expected timing related to the achievement of certain developmental milestones and changes in the discount rate.

Gain on Sale of Rights

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Gain on sale of rights	$ 3.9	$ 5.1	(23.6)%

During the third quarter of 2012, we sold all of our rights, including rights to royalties, related to BENLYSTA (belimumab). We were entitled to these rights pursuant to a license agreement with Human Genome Sciences, Inc. and GlaxoSmithKline plc (collectively the Licensees). Under the terms of the BENLYSTA sale agreement, we will receive payments equal to a multiple of royalties payable by the Licensees for the period covering October 2011 to September 2014 and a one-time contingency payment that could be paid to us if the cumulative royalties over the full royalty term exceed an agreed amount.

For the three months ended March 31, 2014, compared to the same period in 2013, we recognized lower payments from the sale of our rights to BENLYSTA resulting from a lower multiple of sales being applied in 2014 as compared to 2013. The remaining payments, which are contingent upon BENLYSTA sales over the period ending September 2014, will be recognized as the payments become due. For additional information related to this transaction, please read Note 3, *Gain on Sale of Rights* to our consolidated financial statements included within our 2013 Form 10-K.

Other Income (Expense), Net

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Other income (expense), net	$ (5.6)	$ (14.5)	61.3%

For the three months ended March 31, 2014 compared to the same period in 2013, the change in other income (expense), net was due to decreased interest expense as we repaid our 6% Senior Notes in March 2013 and lower non-income based state taxes, discussed below, partially offset by higher foreign exchange losses and a decrease in interest income.

Income Tax Provision

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Effective tax rate on pre-tax income	26.8%	13.2%	103.0%
Income tax expense	$ 178.4	$ 65.5	172.4%

Our effective tax rate fluctuates from year to year due to the global nature of our operations. The factors that most significantly impact our effective tax rate include variability in the allocation of our taxable earnings among multiple jurisdictions, changes in tax laws, the amount and characterization of our research and development expenses, the levels of certain deductions and credits, acquisitions, and licensing transactions.

For the three months ended March 31, 2014 compared to the same period in 2013, the increase in our income tax rate was primarily the result of a 2013 change in our uncertain tax position related to our U.S. federal manufacturing deduction and our unconsolidated joint business, described below, the prior year reinstatement of the federal research and development tax credit, which is now expired and lower current year expenses eligible for the orphan drug credit.

Accounting for Uncertainty in Income Taxes

During the three months ended March 31, 2013, we received updated technical guidance from the IRS concerning our current and prior year filings and calculation of our U.S. federal manufacturing deduction and overall tax classification of our unconsolidated joint business. Based on this guidance we reevaluated the level of our unrecognized benefits related to uncertain tax positions and recorded a $42.8 million income tax benefit. This benefit was for a previously unrecognized position and related to years 2005 through 2012. We recorded an offsetting expense of $10.3 million for non-income based state taxes, which was recorded in other income (expense) within our condensed consolidated statements of income.

For more information on our state tax matter and a detailed income tax rate reconciliation for the three months ended March 31, 2014 and 2013, please read Note 14, *Income Taxes* to our condensed consolidated financial statements included within this report.

Equity in Loss of Investee, Net of Tax

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Equity in loss of investee, net of tax	$ 7.6	$ 3.8	99.6%

In February 2012, we finalized an agreement with Samsung BioLogics Co. Ltd. that established an entity, Samsung Bioepis, to develop, manufacture and market biosimilar pharmaceuticals. We account for this investment under the equity method of accounting. We recognize our share of the results of operations related to our investment in Samsung Bioepis one quarter in arrears.

For the three months ended March 31, 2014, compared to the same period in 2013, the increase in equity in loss of investee, net of tax was due to increased clinical trial activity. For additional information related to this transaction, please read Note 17, *Collaborative and Other Relationships* to our condensed consolidated financial statements included within this report.

Noncontrolling Interest

(In millions, except percentages)	For the Three Months Ended March 31, 2014	2013	Change %
Net income (loss) attributable to noncontrolling interests, net of tax	$ (0.2)	$ —	**

For the three months ended March 31, 2014, compared to the same period in 2013, the change in net income (loss) attributable to noncontrolling interests, net of tax, was related to the consolidation of Ataxion. For additional information about this transaction, please read Note 16, *Investments in Variable Interest Entities* to our condensed consolidated financial statements included within this report.

Market Risk

We conduct business globally. As a result, our international operations are subject to certain risks which may affect our results of operations, including volatility in foreign currency exchange rates or weak economic conditions in the foreign markets in which we operate, and pricing pressures worldwide.

Foreign Currency Exchange Risk

Our results of operations are subject to foreign currency exchange rate fluctuations due to the global nature of our operations. While the financial results of our global activities are reported in U.S. dollars, the functional currency for most of our foreign subsidiaries is their respective local currency. Fluctuations in the foreign currency exchange rates of the countries in which we do business will affect our operating results, often in ways that are difficult to predict.

Our net income may also fluctuate due to the impact of our foreign currency hedging program, which is designed to mitigate, over time, a portion of the impact resulting from volatility in exchange rate changes on revenues. We use foreign currency forward contracts to manage foreign currency risk with the majority of our forward contracts used to hedge certain forecasted revenue transactions denominated in foreign currencies in the next 21 months. For a more detailed disclosure of our hedges outstanding, please read Note 8, *Derivative Instruments* to our condensed consolidated financial statements included within this report. Our ability to mitigate the impact of exchange rate changes on revenues and net income diminishes as significant exchange rate fluctuations are sustained over extended periods of time. In particular, devaluation or significant deterioration of foreign currency exchange rates are difficult to mitigate and likely to negatively impact earnings. Other foreign currency gains or losses arising from our operations are recognized in the period in which we incur those gains or losses.

Pricing Pressure

Governments in a number of international markets in which we operate, including Germany, France, Italy, the United Kingdom, Portugal and Spain, have implemented measures aimed at reducing healthcare costs to constrain the overall level of government expenditures. These implemented measures vary by country and include, among other things, mandatory rebates and discounts, prospective and possible retroactive price reductions and suspensions on pricing increases on pharmaceuticals.

In addition, certain countries set prices by reference to the prices in other countries where our products are marketed. Thus, our inability to secure adequate prices in a particular country may impair our ability to obtain acceptable prices in existing and potential new markets and limit market growth. The continued implementation of pricing actions throughout Europe may also lead to higher levels of parallel trade.

In the U.S., federal and state legislatures, health agencies and third-party payors continue to focus on containing the cost of health care. Legislative and regulatory proposals and enactments to reform health care insurance programs could significantly influence the manner in which our products are prescribed and purchased. It is possible that additional federal health care reform measures will be adopted in the future, including as a result of ongoing discussions to reduce the U.S. federal budget deficit to address government finances, any of which could result in increased pricing pressure and reduced reimbursement for our products and otherwise have an adverse impact on our financial position or results of operations.

There is also significant economic pressure on state budgets that may result in states increasingly seeking to achieve budget savings through mechanisms that limit coverage or payment for our drugs.

Credit Risk

We are subject to credit risk from our accounts receivable related to our product sales. The majority of our accounts receivable arise from product sales in the U.S. and Europe with concentrations of credit risk limited due to the wide variety of customers and markets using our products, as well as their dispersion across many different geographic areas. Our accounts receivable are primarily due from wholesale distributors, public hospitals and other government entities. We monitor the financial performance and credit worthiness of our large customers so that we can properly assess and respond to changes in their credit profile. We operate in certain countries where weakness in economic conditions has resulted in extended collection periods. We continue to monitor these conditions, including the volatility associated with international economies and the relevant financial markets, and assess their possible impact on our business. Our historical write-offs of accounts receivable have not been significant.

Within the European Union, our accounts receivable in Spain, Italy and Portugal continue to be subject to significant payment delays due to government funding and reimbursement practices. Uncertain credit and economic conditions have generally led to greater collection risk, although these countries have introduced programs to pay down significantly overdue payables. Please refer to Note 2, *Accounts Receivable* to our condensed consolidated financial statements included within this report for further details on recent payments and classification.

We believe that our allowance for doubtful accounts was adequate as of March 31, 2014 and December 31, 2013, respectively. However, if significant changes occur in the availability of government funding or the reimbursement practices of these or other governments, we may not be able to collect on amounts due to us from customers in such countries and our results of operations could be adversely affected.

Financial Condition and Liquidity

Our financial condition is summarized as follows:

(In millions, except percentages)	As of March 31, 2014	As of December 31, 2013	Change %
Financial assets:			
Cash and cash equivalents	$ 828.6	$ 602.6	37.5 %
Marketable securities — current	431.6	620.2	(30.4)%
Marketable securities — non-current	724.3	625.8	15.7 %
Total cash, cash equivalents and marketable securities	$ 1,984.5	$ 1,848.5	7.4 %
Borrowings:			
Current portion of notes payable and line of credit	$ 3.6	$ 3.5	2.9 %
Notes payable	591.0	592.4	(0.2)%
Total borrowings	$ 594.6	$ 595.9	(0.2)%
Working capital:			
Current assets	$ 3,525.0	$ 3,184.9	10.7 %
Current liabilities	(1,594.2)	(1,758.3)	(9.3)%
Total working capital	$ 1,930.8	$ 1,426.6	35.3 %

For the three months ended March 31, 2014, certain significant cash flows were as follows:

- $91.3 million in net proceeds received on sales and maturities of marketable securities;
- $198.8 million in total payments for income taxes;
- $54.3 million used for purchases of property, plant and equipment;
- $120.0 million used for upfront payments in collaborative arrangements; and
- $25.0 million used for contingent consideration payment to Fumapharm shareholders.

For the three months ended March 31, 2013, certain significant cash flows were as follows:

- net sales of securities of $3,168.8 million offset by the purchase of a reverse repurchase agreement of $2,968.0 million in anticipation of our acquisition of TYSABRI rights from Elan;
- $200.0 million in proceeds from borrowings under our credit facility;
- $450.0 million used for the repayment of the aggregate principal amount of our 6.0% Senior Notes;
- $72.2 million in total payments for income taxes;
- $41.0 million used for share repurchases; and
- $33.3 million used for purchases of property, plant and equipment.

We have historically financed our operating and capital expenditures primarily through cash flows earned through our operations. We expect to continue funding our current and planned operating requirements principally through our cash flows from operations, as well as our existing cash resources. We believe that our existing funds, when combined with cash generated from operations and our access to additional financing resources, if needed, are sufficient to satisfy our operating, working capital, strategic alliance, milestone payment, capital expenditure and debt service requirements for the foreseeable future. In addition, we may choose to opportunistically return cash to shareholders and pursue other business initiatives, including acquisition and licensing activities. We may, from time to time, also seek additional funding through a combination of new collaborative agreements, strategic alliances and additional equity and debt financings or from other sources should we identify a significant new opportunity.

The undistributed cumulative foreign earnings of certain of our foreign subsidiaries, exclusive of earnings that would result in little or no net income tax expense under current U.S. tax law or which has already been subject to tax under U.S. tax law, are invested indefinitely outside the U.S. Of the total cash, cash equivalents and marketable securities at March 31, 2014, approximately $656.0 million was generated in foreign jurisdictions and is intended for use in our foreign operations or in connection with business development transactions outside of the U.S. In managing our day-to-day liquidity in the U.S., we do not rely on the unrepatriated earnings as a source of funds and we have not provided for U.S. federal or state income taxes on these undistributed foreign earnings.

For additional information related to certain risks that could negatively impact our financial position or future results of operations, please read the "*Risk Factors*" and "*Quantitative and Qualitative Disclosures About Market Risk*" sections of this report.

Share Repurchase Programs

In February 2011, our Board of Directors authorized the repurchase of up to 20.0 million shares of common stock. This authorization does not have an expiration date. We did not repurchase any shares during the three months ended March 31, 2014. During the three months ended March 31, 2013, we repurchased approximately 0.3 million shares at a cost of approximately $41.0 million.

Approximately 4.2 million shares of our common stock remain available for repurchase under the 2011 authorization.

Cash, Cash Equivalents and Marketable Securities

Until required for another use in our business, we typically invest our cash reserves in bank deposits, certificates of deposit, commercial paper, corporate notes, U.S. and foreign government instruments and other interest bearing marketable debt instruments in accordance with our investment policy. It is our policy to mitigate credit risk in our cash reserves and marketable securities by maintaining a well-diversified portfolio that limits the amount of exposure as to institution, maturity, and investment type. We also limit our exposure to European sovereign debt securities and maintain no holdings with respect to certain euro-zone states, such as Portugal, Italy and Spain. The value of our investments, however, may be adversely affected by increases in interest rates, downgrades in the credit rating of the corporate bonds included in our portfolio, instability in the global financial markets that reduces the liquidity of securities included in our portfolio, and by other factors which may result in declines in the value of the investments. Each of these events may cause us to record charges to reduce the carrying value of our investment portfolio if the declines are other-than-temporary or sell investments for less than our acquisition cost which could adversely impact our financial position and our overall liquidity.

The increase in cash, cash equivalents and marketable securities from December 31, 2013 is primarily due to net proceeds from sales and maturities of marketable securities and net cash flows provided by operating activities.

Borrowings

In March 2014, our $750.0 million senior unsecured revolving credit facility expired and was not renewed.

We have $550.0 million aggregate principal amount of 6.875% Senior Notes due March 1, 2018 that were originally priced at 99.184% of par. The discount is amortized as additional interest expense over the period from issuance through maturity.

In connection with our 2006 distribution agreement with Fumedica, we issued notes totaling 61.4 million Swiss Francs which were payable to Fumedica in varying amounts from June 2008 through June 2018. Our remaining note payable to Fumedica had a present value of 14.2 million Swiss Francs ($16.1 million) and 14.0 million Swiss Francs ($15.8 million) as of March 31, 2014 and December 31, 2013, respectively.

For a summary of the fair and carrying values of our outstanding borrowings as of March 31, 2014 and December 31, 2013, please read Note 6, *Fair Value Measurements* to our condensed consolidated financial statements included within this report.

Working Capital

We define working capital as current assets less current liabilities. The increase in working capital from December 31, 2013 reflects an increase in total current assets of $340.1 million and a decrease in current liabilities of $164.1 million. The increase in total current assets was primarily driven by an increase in accounts receivable resulting from increased product revenue. The decrease in total current liabilities primarily resulted from a decrease in accounts payable and accrued expenses and other.

Cash Flows

The following table summarizes our cash flow activity:

	For the Three Months Ended March 31,		
(In millions, except percentages)	**2014**	**2013**	**% Change**
Net cash flows provided by operating activities	$ 104.6	$ 178.9	(41.5)%
Net cash flows provided by investing activities	$ 6.0	$ 155.9	(96.2)%
Net cash flows provided by (used in) financing activities	$ 114.9	$ (238.4)	(148.2)%

Operating Activities

Cash flows from operating activities represent the cash receipts and disbursements related to all of our activities other than investing and financing activities. We expect cash provided from operating activities will continue to be our primary source of funds to finance operating needs and capital expenditures for the foreseeable future.

Operating cash flow is derived by adjusting our net income for:

- Non-cash operating items such as depreciation and amortization, impairment charges and share-based compensation charges;

- Changes in operating assets and liabilities which reflect timing differences between the receipt and payment of cash associated with transactions and when they are recognized in results of operations; and
- Changes associated with the fair value of contingent milestones associated with our acquisitions of businesses and payments related to collaborations.

For the three months ended March 31, 2014, compared to the same period in 2013, the decrease in cash provided by operating activities is primarily driven by an increase in our accounts receivable balances resulting from our growth in revenues partially offset by higher net income and prior year changes to our other operating assets and liabilities resulting, in part, from the adjustment to our uncertain tax positions in 2013.

Investing Activities

For the three months ended March 31, 2014, compared to the same period in 2013, the decrease in net cash flows provided by investing activities is primarily due to a decrease in net proceeds received from sales of marketable securities as the prior year included the anticipation of our April 2013 acquisition of TYSABRI rights from Elan.

Financing Activities

For the three months ended March 31, 2014, compared to the same period in 2013, the decrease in net cash flows used in financing activities is primarily due to the prior year repayment of the aggregate principal amount of our 6.0% Senior Notes, partially offset by the prior year increase in proceeds from borrowings under our credit facility.

Contractual Obligations and Off-Balance Sheet Arrangements

Contractual Obligations

Our contractual obligations primarily consist of our obligations under non-cancellable operating leases, our notes payable, and defined benefit and other purchase obligations, excluding amounts related to uncertain tax positions, amounts payable to tax authorities, funding commitments, contingent development and commercial milestone payments, TYSABRI contingent payments, contingent consideration related to business combinations and other off-balance sheet arrangements as described below.

In April 2014, we renewed the lease related to one of our office facilities located in Cambridge, Massachusetts to extend the term of the lease to 2028. We are committed to make payments related to this lease of approximately $110.0 million for the extended term of the lease.

There have been no material changes in our contractual obligations since December 31, 2013.

Tax Related Obligations

We exclude liabilities pertaining to uncertain tax positions from our summary of contractual obligations as we cannot make a reliable estimate of the period of cash settlement with the respective taxing authorities. As of March 31, 2014, we have approximately $116.1 million of liabilities associated with uncertain tax positions.

Other Funding Commitments

As of March 31, 2014, we have several on-going clinical studies in various clinical trial stages. Our most significant clinical trial expenditures are to clinical research organizations (CROs). The contracts with CROs are generally cancellable, with notice, at our option. We have recorded accrued expenses of approximately $33.4 million on our condensed consolidated balance sheet for expenditures incurred by CROs as of March 31, 2014. We have approximately $447.5 million in cancellable future commitments based on existing CRO contracts as of March 31, 2014.

As of March 31, 2014, we have planned clinical trials for two of our programs which are managed by our collaborator. We could pay approximately $110.5 million in future payments as these trials are completed.

Contingent Development, Regulatory and Commercial Milestone Payments

Based on our development plans as of March 31, 2014, we have committed to make potential future milestone payments to third parties of up to approximately $3.0 billion as part of our various collaborations, including licensing and development programs. Payments under these agreements generally become due and payable only upon achievement of certain development, regulatory or commercial milestones. Because the achievement of these milestones had not occurred as of March 31, 2014, such contingencies have not been recorded in our financial statements.

We anticipate that we may pay approximately $87.4 million of milestone payments during the remainder of 2014, provided various development, regulatory or commercial milestones are achieved. Amounts related to contingent milestone payments are not considered contractual obligations as they are contingent on the successful achievement of certain development, regulatory approval and commercial milestones. These milestones may not be achieved.

TYSABRI Contingent Payments

On April 2, 2013, we acquired full ownership of, and strategic, commercial and decision-making rights to, TYSABRI from Elan. Under the terms of the acquisition agreement, we continued to share TYSABRI profits with Elan on an equal basis until April 30, 2013. We recorded the profit split for the month ended April 30, 2013, as cost of sales within our condensed consolidated statements of income as we controlled TYSABRI effective April 2, 2013. Commencing May 1, 2013 and for the first twelve months thereafter, we will make contingent payments to Elan of 12% on worldwide net sales of TYSABRI and, thereafter, 18% on annual worldwide net sales up to $2.0 billion and 25% on annual worldwide net sales that exceed $2.0 billion. In 2014, the $2.0 billion threshold will be pro-rated for the portion of 2014 remaining after the first 12 months expires. Royalty payments to Elan and other third parties are recognized as cost of sales within our condensed consolidated statements of income.

Contingent Consideration related to Business Combinations

In connection with our purchase of the noncontrolling interests in our joint venture investments in Biogen Dompé SRL and Biogen Dompé Switzerland GmbH and our acquisitions of Stromedix, Biogen Idec International Neuroscience GmbH and Biogen Idec Hemophilia Inc., we agreed to make additional payments of up to approximately $1.0 billion based upon the achievement of certain milestone events. These milestones may not be achieved.

As the acquisitions of the noncontrolling interests in our joint venture investments and our acquisitions of Stromedix and Biogen Idec International Neuroscience GmbH, formerly Panima Pharmaceuticals AG, occurred after January 1, 2009, we record contingent consideration liabilities at their fair value on the acquisition date and revalue these obligations each reporting period. Payments made in relation to Biogen Idec Hemophilia Inc. will be capitalized as an intangible asset when the related milestones are achieved. We accrued $20.0 million during the first quarter of 2014 as ALPROLIX was approved for the treatment of hemophilia. For additional information related to these transactions please read Note 2, *Acquisitions*, to our consolidated financial statements included within our 2013 Form 10-K.

In 2006, we acquired Fumapharm AG. As part of this acquisition we acquired FUMADERM and TECFIDERA (together, Fumapharm Products). We are required to make additional contingent payments to former shareholders of Fumapharm AG based on the attainment of certain cumulative sales levels of Fumapharm Products, with the amount of each payment based on the level of total net sales of Fumapharm Products in the prior twelve month period, as defined in the acquisition agreement:

	Cumulative Sales Level			
	$1.0B	**$2.0B**	**$3.0B**	**Each additional $1.0B up to $20.0B**
Prior 12 Month Sales	**Payment Amount (In Millions)**			
< $500 million	$ —	$ —	$ —	$ —
$500 million - $1.0 billion	25.0	50.0	50.0	50.0
$1.0 billion - $1.5 billion	50.0	100.0	100.0	100.0
$1.5 billion - $2.0 billion	—	150.0	150.0	150.0
$2.0 billion - $2.5 billion	—	200.0	200.0	200.0
$2.5 billion - $3.0 billion	—	—	250.0	250.0
> $3.0 billion	—	—	—	300.0

For example, if we reach the $2.0 billion cumulative sales level related to the Fumapharm Products and our prior twelve month sales of the related products were between $1.0 million and $1.5 billion, then we will owe a $100.0 million contingent payment, and no further contingent payments will be required to be paid until such time as cumulative sales reach the next applicable cumulative sales level, or $3.0 billion in this example.

These payments will be accounted for as an increase to goodwill as incurred, in accordance with the accounting standard applicable to business combinations when we acquired Fumapharm. Any portion of the payment which is tax deductible will be recorded as a reduction to goodwill. Payments are due within 60 days following the end of the quarter in which the applicable cumulative sales level has been reached. During the three months ended March 31, 2014, we paid the $25.0 million contingent payment as we reached the $1.0 billion cumulative sales level related to the Fumapharm Products in 2013. Over the next 12 months, it is reasonably possible that we will pay more than one of these sales-based milestones.

Other Off-Balance Sheet Arrangements

We do not have any relationships with entities often referred to as structured finance or special purpose entities that were established for the purpose of facilitating off-balance sheet arrangements. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships. We consolidate variable interest entities if we are the primary beneficiary.

New Accounting Standards

For a discussion of new accounting standards please read Note 1, *Summary of Significant Accounting Policies - New Accounting Pronouncements* to our consolidated financial statements included within our 2013 Form 10-K.

Critical Accounting Estimates

The preparation of our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. (U.S. GAAP), requires us to make estimates, judgments and assumptions that may affect the reported amounts of assets, liabilities, equity, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. We evaluate our estimates, judgments and assumptions on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions.

For a discussion of our critical accounting estimates, please read Part II, Item 7 “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” of our 2013 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our market risks, and the ways we manage them, are summarized in Part II, Item 7A, "*Quantitative and Qualitative Disclosures About Market Risk*" of our 2013 Form 10-K. There have been no material changes in the first three months of 2014 to our market risks or to our management of such risks.

Item 4. Controls and Procedures

Disclosure Controls and Procedures and Internal Control over Financial Reporting

Controls and Procedures

We have carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended), as of March 31, 2014. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that (a) the information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (b) such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II — OTHER INFORMATION

Item 1. *Legal Proceedings*

Please refer to Note 19, *Litigation* to our condensed consolidated financial statements included within this report, which is incorporated into this item by reference.

Item 1A. *Risk Factors*

We are substantially dependent on revenues from our four principal products.

Our current and future revenues depend upon continued sales of our four principal products, AVONEX, TYSABRI, TECFIDERA and RITUXAN. Although we have developed and continue to develop additional products for commercial introduction, we may be substantially dependent on sales from these products for many years. Any negative developments relating to any of these products, such as safety or efficacy issues, the introduction or greater acceptance of competing products, including biosimilars, generics or related prodrug derivatives, constraints on product pricing or price increases, changes in reimbursement policies of third parties or adverse regulatory or legislative developments, may reduce our revenues and adversely affect our results of operations. We and our competitors are introducing additional multiple sclerosis products in an increasingly crowded market and if those products have a similar or more attractive profile in terms of efficacy, convenience or safety, future sales of AVONEX, TYSABRI or TECFIDERA could be adversely affected. Sales of RITUXAN may be adversely affected by commercialized products such as GAZYVA, TREANDA and ARZERRA, and potentially other anti-CD20 and other molecules in development to treat the indications approved for RITUXAN.

If we fail to successfully execute on our commercialization efforts for TECFIDERA, our future revenue growth and results of operations may be adversely affected, and our stock price may decline.

If we are unable to successfully execute on our commercialization plans for TECFIDERA, our future revenue growth and results of operations may be adversely affected, and could cause a decline in our stock price. Factors that may prevent us from successfully commercializing TECFIDERA include:

- intense competition in the increasingly crowded MS market, including the possibility of future competition from generic versions of TECFIDERA or related prodrug derivatives or from off-label use by physicians of therapies indicated for other conditions to treat MS patients;
- our significant reliance on third parties to manufacture TECFIDERA, including the risks these third parties may not be able to supply TECFIDERA in a timely and cost-effective manner or in compliance with applicable regulations or otherwise fail to have sufficient aggregate manufacturing capacity to satisfy demand;
- our sales and marketing efforts may not result in product revenues that meet the investment community's expectations for TECFIDERA;
- additional risks associated with our anticipated launches of TECFIDERA in the E.U., including the impact of delays and the effects of a slower rollout of TECFIDERA across European countries over an extended number of months, the impact of competitive oral MS therapies approved in the E.U. prior to TECFIDERA, and our ability to obtain appropriate pricing and reimbursement for TECFIDERA in countries throughout the E.U.;
- damage to our sales and reputation, and physician and patient confidence in TECFIDERA relating to any adverse experiences or events that may occur with patients treated with TECFIDERA, including any PML cases that may develop in patients previously treated with TYSABRI that switch to therapy with TECFIDERA; and
- the other risks related to commercialization of new products described throughout these “Risk Factors”.

There is a limited amount of prescription, patient compliance and retention and other data available to date. These limited results may not be indicative of future performance or trends or the impact of TECFIDERA on our other products or the products of our competitors.

If we are unable to adequately protect and enforce our data, intellectual property and other proprietary rights, our competitors may take advantage of our development efforts or our acquired technology.

We have filed numerous patent applications in the U.S. and various other countries seeking protection of the processes, products and other inventions originating from our research and development. Patents have been issued on many of these applications. We have also obtained rights to various patents and patent applications under licenses with third parties, which provide for the payment of royalties by us. The ultimate degree of patent protection that will be afforded to drug and biotechnology products and processes, including ours, in the U.S. and in other important markets remains uncertain and is dependent upon the scope of protection decided upon by the patent offices, courts and lawmakers in these countries. Our patents may not afford us substantial protection or commercial benefit. Similarly, our pending patent applications or patent applications licensed from third parties may not ultimately be granted as patents and we may not prevail if patents that have been issued or licensed to us are challenged in court. In addition, court decisions or patent office regulations that place additional restrictions on patent claim scope or that facilitate patent challenges could also reduce our ability to protect our intellectual property rights. If we cannot prevent others from exploiting our inventions, we will not derive the benefit from them that we currently expect.

Our products may qualify for regulatory exclusivity, which may consist of regulatory data protection and market protection. Although the World Trade Organization's agreement on trade-related aspects of intellectual property rights (TRIPS) requires signatory countries to provide regulatory exclusivity to innovative pharmaceutical products, implementation and enforcement varies widely from country to country. Failure to qualify for regulatory data or market protection, or failure to obtain or maintain the extent or duration of such protections that we expect in each of the markets for our products, could affect our revenue for our products or our decision on whether to market our products in a particular country or countries or could otherwise have an adverse impact on our results of operations.

Our drugs and biologics are susceptible to competition from generics and biosimilars in many markets. The legal and regulatory pathways leading to approval of generics and biosimilars vary widely from country to country and in some cases are not well defined. Manufacturers of generics and biosimilars may choose to launch or attempt to launch their products before the expiration of patent or regulatory data or market protection and to concurrently challenge the patent and regulatory protections covering our products. In the U.S., a high proportion of all approved innovative drugs are met with generic challenge as early as four years following approval. In the E.U., drugs that do not have regulatory exclusivity may face immediate generic competition. Generic versions of drugs and biosimilars are likely to be sold at substantially lower prices than branded products because the generic or biosimilar manufacturer would not have to recoup the research and development and marketing costs associated with the branded product. Accordingly, the introduction of generic or biosimilar versions of our marketed products likely would significantly reduce both the price that we receive for such marketed products and the volume of products that we sell, which may have an adverse impact on our results of operations.

We also rely upon unpatented proprietary and confidential information and technology in the research, development and manufacture of our products. We cannot ensure that others will not independently develop substantially equivalent information and technology or otherwise gain access to our trade secrets or disclose such technology, or that we can meaningfully protect such rights. We protect such information principally through confidentiality agreements with our employees, consultants, outside scientific collaborators, scientists whose research we sponsor and other advisers. These agreements may not provide meaningful protection or adequate remedies for our unpatented confidential information in the event of use or disclosure of such information.

We depend, to a significant extent, on reimbursement from third party payors and a reduction in the extent of reimbursement could reduce our product sales and revenue.

Sales of our products are dependent, in large part, on the availability and extent of reimbursement from government health administration authorities, private health insurers and other organizations. Changes in government regulations or private third-party payors' reimbursement policies, as well as pressure by employers on private health insurance plans to reduce costs, may reduce reimbursement for our products and adversely affect our future results. In addition, when a new medical product is approved, the availability of government and private reimbursement for that product is uncertain, as is the amount for which that product will be reimbursed. We cannot predict the availability or amount of reimbursement for our product candidates.

In the U.S., federal and state legislatures, health agencies and third-party payors continue to focus on containing the cost of health care. Legislative and regulatory proposals and enactments to reform health care insurance programs could significantly influence the manner in which our products are prescribed and purchased. For example, provisions of the Patient Protection and Affordable Care Act (PPACA) have resulted in changes in the way health care is paid for by both governmental and private insurers, including increased Medicare rebates owed by manufacturers under the Medicaid Drug Rebate Program, annual fees and taxes on manufacturers of certain branded prescription drugs, the requirement that manufacturers participate in a discount program for

certain outpatient drugs under Medicare Part D and the expansion of the number of hospitals eligible for discounts. These changes have had and are expected to continue to have a significant impact on our business.

There is also significant economic pressure on state budgets that may result in states increasingly seeking to achieve budget savings through mechanisms that limit coverage or payment for our drugs. In recent years, some states have considered legislation that would control the prices of drugs, including laws to allow importation of pharmaceutical products from lower cost jurisdictions outside the U.S. State Medicaid programs are increasingly requesting manufacturers to pay supplemental rebates and requiring prior authorization by the state program for use of any drug for which supplemental rebates are not being paid. Managed care organizations continue to seek price discounts and, in some cases, to impose restrictions on the coverage of particular drugs. Government efforts to reduce Medicaid expenses may lead to increased use of managed care organizations by Medicaid programs. This may result in managed care organizations influencing prescription decisions for a larger segment of the population and a corresponding constraint on prices and reimbursement for our products. In addition, under the PPACA, as states implement their health care marketplaces or operate under the federal exchange, the impact on drug manufacturers, including us, will depend in part on the formulary and benefit design decisions made by insurance sponsors or plans participating in these programs. It is possible that we may need to provide discounts or rebates to such plans in order to maintain favorable formulary access for our products for this patient population, which could have an adverse impact on our sales and results of operations.

In the European Union and some other international markets, the government provides health care at low cost to consumers and regulates pharmaceutical prices, patient eligibility or reimbursement levels to control costs for the government-sponsored health care system. Many countries have announced or implemented measures to reduce health care costs to constrain their overall level of government expenditures. These measures vary by country and may include, among other things, patient access restrictions, suspensions on price increases, prospective and possibly retroactive price reductions and other recoupments and increased mandatory discounts or rebates, recoveries of past price increases, and greater importation of drugs from lower-cost countries to higher-cost countries. These measures have negatively impacted our revenues, and may continue to adversely affect our revenues and results of operations in the future. In addition, certain countries set prices by reference to the prices in other countries where our products are marketed. Thus, our inability to secure adequate prices in a particular country may not only limit the marketing of our products within that country, but may also adversely affect our ability to obtain acceptable prices in other markets. This may create the opportunity for third party cross border trade or influence our decision to sell or not to sell a product, thus adversely affecting our geographic expansion plans and revenues.

We may be unable to successfully commercialize new products.

We have filed or are preparing to file applications for marketing approval for multiple product candidates for the treatment of MS and the treatment of hemophilia. These late-stage product candidates will impact our prospects for additional revenue growth and will require significant pre-launch investments that may not be recovered if they do not receive marketing approval.

Our ability to successfully commercialize a product candidate that receives marketing approval depends on a number of factors, including:

- the medical community's acceptance of the product and the confidence of patients in the product;
- the effectiveness of our sales force and marketing efforts;
- the size of the patient population and our ability to identify new patients;
- pricing and the extent of reimbursement from third party payors;
- the ability to obtain and maintain data or market exclusivity for our products in the relevant indication(s);
- our ability to offer products that have convenient dosing and delivery methods;
- the availability or introduction of competing treatments that are deemed more effective, safer, more convenient, or less expensive;
- manufacturing the product in a timely and cost-effective manner; and
- compliance with complex regulatory requirements.

We recently received FDA approval for ALPROLIX for the treatment of hemophilia. Our ability to successfully commercialize ALPROLIX and, if approved, ELOCTATE, may also be impacted by additional factors such as:

- the hemophilia treatment market is highly competitive, with current treatments marketed by companies that have substantially greater financial resources and marketing expertise, and we may have difficulty penetrating this highly

competitive market unless our current and potential therapies are regarded as offering substantial benefits over current treatments;

- other companies, including those currently offering hemophilia products, may introduce longer-lasting or more efficacious, safer, cheaper or more convenient treatments than our current and potential therapies;
- we do not have marketing experience within the hemophilia treatment market or well-established relationships with the associated medical and scientific community;
- filing of our planned marketing authorization applications with the EMA requires the submission of positive pediatric data from our ongoing global pediatric studies with our applications, and there can be no assurance that we will receive such positive data; and
- several companies are working to develop additional treatments for hemophilia and may obtain marketing approval of their treatments in the E.U. before we do, which has the potential to bar our application with the EMA under operation of the EMA's Orphan Medicines Regulation.

Sales of TYSABRI are uncertain due to restrictions on use and safety warnings.

Sales of TYSABRI are uncertain given the significant restrictions on use and the significant safety warnings in the label, including the risk of developing progressive multifocal leukoencephalopathy (PML), a serious brain infection. The risk of developing PML increases with prior immunosuppressant use, which may cause patients who have previously received immunosuppressants or their physicians to refrain from using or prescribing TYSABRI. The risk of developing PML also increases with longer treatment duration, which may cause prescribing physicians or patients to suspend treatment with TYSABRI. The risk of developing PML also increases with exposure to JC virus, which may be indicated by the presence of anti-JCV antibodies. Patients testing positive for anti-JCV antibodies or their physicians may refrain from using or prescribing TYSABRI. Increased incidences of PML could limit sales growth, prompt regulatory review, require significant changes to the label or result in market withdrawal. Additional regulatory restrictions on the use of TYSABRI or safety-related label changes, including enhanced risk management programs, whether as a result of additional cases of PML, changes to the criteria for confirming PML diagnosis or otherwise, may significantly reduce expected revenues and require significant expense and management time to address the associated legal and regulatory issues. Increased competition, including competition from our own products, could also negatively impact future sales.

As we continue to research and develop protocols and therapies intended to reduce risk and improve outcomes of PML in patients, regulatory authorities may not agree with our perspective on such protocols and therapies. Our efforts at stratifying patients into groups with lower or higher risk for developing PML may not result in corresponding changes to the TYSABRI label. Furthermore, our risk stratification efforts may have an adverse impact on prescribing behavior and reduce sales of TYSABRI. The potential utility of the JC virus antibody assay as a risk stratification tool may be diminished as a result of both the assay's false negative rate as well as the possibility that a patient who initially tests negative for the JC virus antibody may acquire the JC virus after testing. An increase in the recommended frequency of retesting with the assay or in the assay's sensitivity may exacerbate these risks or otherwise adversely impact prescribing behavior. In addition, new data may challenge the assumptions or estimates underlying our risk stratification tools, including estimates of the prevalence of JC virus in the general population.

Adverse safety events can negatively affect our business and stock price.

Adverse safety events involving our marketed products may have a negative impact on our commercialization efforts. Discovery of safety issues with our products could cause product liability events, additional regulatory scrutiny and requirements for additional labeling, withdrawal of products from the market and the imposition of fines or criminal penalties. Any of these actions could result in material write-offs of inventory, material impairments of intangible assets, goodwill and fixed assets, material restructuring charges and other adverse impacts on our results of operations. Regulatory authorities have been moving towards more active and transparent pharmacovigilance and are making greater amounts of stand-alone safety information directly available to the public through periodic safety update reports, patient registries and other reporting requirements. The reporting of adverse safety events involving our products or products similar to ours and public rumors about such events could cause our product sales or stock price to decline or experience periods of volatility.

Our long-term success depends upon the successful development of product candidates.

Our long-term viability and growth will depend upon the successful development of new products from our research and development activities, including products licensed from third parties. Product development is very expensive and involves a high degree of risk. Only a small number of research and development programs result in the commercialization of a product. Success in preclinical work or early stage clinical trials does not ensure that later stage or larger scale clinical trials will be successful.

Conducting clinical trials is a complex, time-consuming and expensive process. Our ability to complete our clinical trials in a timely fashion depends in large part on a number of key factors including protocol design, regulatory and institutional review board approval, patient enrollment rates, and compliance with extensive current Good Clinical Practices. We have opened clinical sites and are enrolling patients in a number of countries where our experience is more limited, and we are in most cases using the services of third party clinical trial providers which may impact our ability to control the timing, conduct, expense and quality of our clinical trials. If we fail to adequately manage the design, execution and regulatory aspects of our large, complex and diverse clinical trials, our studies and any potential regulatory approvals may be delayed, or we may fail to gain approvals for our product candidates. Clinical trials may indicate that our product candidates lack efficacy, have harmful side effects or raise safety or other concerns that may significantly reduce the likelihood of regulatory approval, result in significant restrictions on use and safety warnings in the approved label, adversely affect placement within the treatment paradigm, or otherwise significantly diminish the commercial potential of the product candidate. Also, positive results in a registrational trial may not be replicated in any subsequent confirmatory trials. Even if later stage clinical trials are successful, regulatory authorities may disagree with our view of the data or require additional studies, may disagree with the endpoints employed in the trials, may fail to approve the facilities or the processes used to manufacture a product candidate, and may fail to approve or delay approval of our product candidates, dosing or delivery methods, or may otherwise grant marketing approval that is more restricted than anticipated, including indications covering narrow patient populations and the imposition of safety monitoring or educational requirements or risk evaluation and mitigation strategies. The occurrence of any such events could result in the incurrence of significant costs and expenses and could otherwise have an adverse effect on our business, including our financial condition and results of operations.

Even if we are able to successfully develop new products, we may make a strategic decision to discontinue development of a product candidate if, for example, we believe commercialization will be difficult relative to other opportunities in our pipeline. Similarly, if we successfully develop a new product, but another company is the first to file for marketing approval of a competing orphan drug candidate, that company may ultimately receive marketing exclusivity for its drug candidate, preventing us from commercializing our orphan drug candidate in the applicable market for several years.

If we fail to compete effectively, our business and market position would suffer.

The biotechnology and pharmaceutical industry is intensely competitive. We compete in the marketing and sale of our products, the development of new products and processes, the acquisition of rights to new products with commercial potential and the hiring and retention of personnel. We compete with biotechnology and pharmaceutical companies that have a greater number of products on the market and in the product pipeline, greater financial and other resources and other technological or competitive advantages.

One or more of our competitors may benefit from significantly greater sales and marketing capabilities, may develop products that are accepted more widely than ours and may receive patent protection that dominates, blocks or adversely affects our product development or business. We also expect increased competition in the MS market through the introduction of generic versions of COPAXONE following the expected expiration of Teva Pharmaceutical’s patent protection for COPAXONE.

In addition, health care reform legislation enacted in the U.S. in 2010 has created a pathway for the FDA to approve biosimilars or follow-on products, which could compete on price and differentiation with a number of our existing products, including AVONEX, TYSABRI and RITUXAN, or products we may market in the future. Biosimilars legislation has also been in place in the E.U. since 2003. In December 2012, guidelines issued by the EMA for approving biosimilars of marketed monoclonal antibody products became effective. If a biosimilar version of one of our products were approved, it could reduce our sales of that product. The introduction by our competitors of more efficacious, safer, cheaper, or more convenient alternatives to our products could also reduce our revenues and the value of our product development efforts.

Uncertainty over intellectual property in the biotechnology industry has been the source of litigation and other disputes, which is inherently costly and unpredictable.

We are aware that others, including various universities and companies working in the biotechnology field, have filed patent applications and have been granted patents in the U.S. and in other countries claiming subject matter potentially useful to our business. Some of those patents and patent applications claim only specific products or methods of making such products, while others claim more general processes or techniques useful or now used in the biotechnology industry. There is considerable uncertainty within our industry about the validity, scope and enforceability of many issued patents in the U.S. and elsewhere in the world, and, to date, the law and practice remains in substantial flux both in the agencies that grant patents and in the courts. We cannot currently determine the ultimate scope and validity of patents which may be granted to third parties in the future or which patents might be asserted to be infringed by the manufacture, use and sale of our products, services or technologies.

There has been, and we expect that there may continue to be, significant litigation in the industry regarding patents and other intellectual property rights. Litigation, arbitrations, administrative proceedings and other legal actions with private parties and governmental authorities concerning patents and other intellectual property rights may be protracted, expensive and distracting to management. Competitors may sue us as a way of delaying the introduction of our products. Any litigation, including any interference proceedings to determine priority of inventions, oppositions to patents in foreign countries or litigation against our partners, may be costly and time consuming and could harm our business. We expect that litigation may be necessary in some instances to determine the validity and scope of certain of our proprietary rights. Litigation may be necessary in other instances to determine the validity, scope or non-infringement of certain patent rights claimed by third parties to be pertinent to the manufacture, use or sale of our products. Ultimately, the outcome of such litigation could adversely affect the validity and scope of our patent or other proprietary rights, hinder our ability to manufacture and market our products, or result in the assessment of significant monetary damages against us that may exceed amounts, if any, accrued in our financial statements.

To the extent that valid present or future third party patent or other intellectual property rights cover our products, services or technologies, we or our strategic collaborators may seek licenses or other agreements from the holders of such rights in order to avoid or settle legal claims. Such licenses may not be available on acceptable terms, which may hinder our ability to manufacture and market our products and services. Payments under any licenses that we are able to obtain would reduce our profits derived from the covered products and services.

We depend on collaborators and other third-parties for both product and royalty revenue, the clinical development of future products and commercialization, marketing and manufacturing of certain products, which are outside of our full control.

We have a number of collaborators and partners, and have both in-licensed and out-licensed several products and programs. In addition to the factors described throughout these *"Risk Factors,"* these collaborations are subject to several other risks, including:

- Our revenues related to RITUXAN and GAZYVA are dependent on the efforts of Genentech and the Roche Group. Their interests may not always be aligned with our interests and they may not market RITUXAN or GAZYVA in the same manner or to the same extent that we would, which could adversely affect our RITUXAN or GAZYVA revenues.
- Under our collaboration agreement with Genentech, the successful development and commercialization of GAZYVA and certain other anti-CD20 products will decrease our percentage of the collaboration's co-promotion profits.
- Any failure on the part of our collaborators to comply with applicable laws and regulatory requirements in the sale, marketing and maintenance of the market authorization of our products or to fulfill any responsibilities they may have to protect and enforce any intellectual property rights underlying our products could have an adverse effect on our revenues as well as involve us in possible legal proceedings.
- Collaborations often require the parties to cooperate, and failure to do so effectively could have an adverse impact on product sales by our collaborators, and could adversely affect the clinical development or regulatory approvals of products under joint control.

In addition, we rely on third parties for several other aspects of our business. As a sponsor of clinical trials of our products, we rely on third party contract research organizations, or CROs, to carry out most of our clinical trial related activities and accurately report their results. One CRO has responsibility for substantially all of these activities. These activities include initiating and monitoring the conduct of studies at clinical trial sites, identifying any noncompliance with the study protocol or current Good Clinical Practices and interfacing with regulators throughout the process. The failure of our CROs to conduct these activities with proper vigilance and competence and in accordance with current Good Clinical Practices can result in regulatory authorities rejecting our clinical trial data or causing a trial to be redone or, in some circumstances, could result the imposition of civil or criminal sanctions against us. Additionally, if our CROs do not successfully carry out their activities or meet expected deadlines, we may be required to replace them. Although we believe that there are a number of other third-party contract research organizations we could engage to continue these activities, it may result in delay of the affected trials and our efforts to obtain regulatory approvals for and commercialize our drug candidates could be delayed.

Manufacturing issues could substantially increase our costs and limit supply of our products.

The process of manufacturing our products is complex, highly regulated and subject to several risks:

- The process of manufacturing biologics is extremely susceptible to product loss due to contamination, oxidation, equipment failure or improper installation or operation of equipment, or vendor or operator error. Even minor deviations from normal manufacturing processes could result in reduced production yields, product defects and other supply

disruptions. If microbial, viral or other contaminations are discovered in our products or manufacturing facilities, we may need to close our manufacturing facilities for an extended period of time to investigate and remediate the contaminant.

- We rely on third party suppliers and manufacturers for, among other things, manufacturing of RITUXAN and GAZYVA, the majority of our clinical and commercial requirements for TECFIDERA and other small molecule products and product candidates, raw materials and supplies for production of products we manufacture, fill-finish operations, the majority of our final product storage, and a substantial portion of our packaging operations. In addition, due to the unique manner in which our products are manufactured, we rely on single source providers of several raw materials and manufacturing supplies. These third parties are independent entities subject to their own unique operational and financial risks that are outside of our control. These third parties may not perform their obligations in a timely and cost-effective manner or in compliance with applicable regulations, and they may be unable or unwilling to increase production capacity commensurate with demand for our existing or future products. Finding alternative providers could take a significant amount of time and involve significant expense due to the specialized nature of the services and the need to obtain regulatory approval of any significant changes to our suppliers or manufacturing methods. We cannot be certain that we could reach agreement with alternative providers or that the FDA or other regulatory authorities would approve our use of such alternatives.

- We rely on our manufacturing facilities in Cambridge, Massachusetts, Research Triangle Park, North Carolina (RTP) and Hillerød, Denmark for the production of drug substance for certain of our large molecule products and product candidates, including AVONEX, TYSABRI, ALPROLIX AND ELOCTATE. Our global bulk supply of these products and product candidates depends on the uninterrupted and efficient operation of these facilities, which could be adversely affected by equipment failures, labor shortages, natural disasters, power failures and numerous other factors.

- We and our third party providers are generally required to maintain compliance with current Good Manufacturing Practices and other stringent requirements and are subject to inspections by the FDA and comparable agencies in other jurisdictions to confirm such compliance. Any delay, interruption or other issues that arise in the manufacture, fill-finish, packaging, or storage of our products as a result of a failure of our facilities or the facilities or operations of third parties to pass any regulatory agency inspection could significantly impair our ability to develop and commercialize our products. Significant noncompliance could also result in the imposition of monetary penalties or other civil or criminal sanctions and damage our reputation.

Any adverse developments affecting our manufacturing operations or the operations of our third-party suppliers and manufacturers may result in shipment delays, inventory shortages, lot failures, product withdrawals or recalls, or other interruptions in the commercial supply of our products. We may also have to take inventory write-offs and incur other charges and expenses for products that fail to meet specifications, undertake costly remediation efforts or seek more costly manufacturing alternatives. Such developments could increase our manufacturing costs, cause us to lose revenue or market share as patients and physicians turn to competing therapeutics, diminish our profitability or damage our reputation.

Our business may be adversely affected if we do not manage our current growth and do not successfully execute our growth initiatives.

We have experienced growth in our headcount and operations, which has placed, and will continue to place, significant demands on our management and our operational and financial infrastructure. We anticipate further growing through both internal development projects as well as external opportunities, which include the acquisition, partnering and in-licensing of products, technologies and companies or the entry into strategic alliances and collaborations. The availability of high quality development opportunities is limited and we are not certain that we will be able to identify candidates that we and our shareholders consider suitable or complete transactions on terms that are acceptable to us and our shareholders. In order to pursue such opportunities, we may require significant additional financing, which may not be available to us on favorable terms, if at all. Even if we are able to successfully identify and complete acquisitions and other strategic alliances and collaborations, we may not be able to integrate them or take full advantage of them and therefore may not realize the benefits that we expect.

To effectively manage our current and future potential growth, we will need to continue to enhance our operational, financial and management processes and to effectively expand, train and manage our employee base. Supporting our growth initiatives will require significant capital expenditures and management resources, including investments in research and development, sales and marketing, manufacturing and other areas of our business. If we do not successfully manage our current growth and do not successfully execute our growth initiatives, then our business and financial results may be adversely affected and we may incur asset impairment or restructuring charges.

If we fail to comply with the extensive legal and regulatory requirements affecting the health care industry, we could face increased costs, penalties and a loss of business.

Our activities, and the activities of our collaborators, distributors and other third party providers, are subject to extensive government regulation and oversight both in the U.S. and in foreign jurisdictions. The FDA and comparable agencies in other jurisdictions directly regulate many of our most critical business activities, including the conduct of preclinical and clinical studies, product manufacturing, advertising and promotion, product distribution, adverse event reporting and product risk management. Our interactions in the U.S. or abroad with physicians and other health care providers that prescribe or purchase our products are also subject to government regulation designed to prevent fraud and abuse in the sale and use of the products and place greater restrictions on the marketing practices of health care companies. Health care companies are facing heightened scrutiny of their relationships with health care providers from anti-corruption enforcement officials. In addition, pharmaceutical and biotechnology companies have been the target of lawsuits and investigations alleging violations of government regulation, including claims asserting submission of incorrect pricing information, impermissible off-label promotion of pharmaceutical products, payments intended to influence the referral of health care business, submission of false claims for government reimbursement, antitrust violations, or violations related to environmental matters. These risks may be heightened as we continue to expand our global operations and introduce additional products to the market.

Regulations governing the health care industry are subject to change, with possibly retroactive effect, including:

- new laws, regulations or judicial decisions, or new interpretations of existing laws, regulations or decisions, related to health care availability, pricing or marketing practices, compliance with wage and hour laws and other employment practices, method of delivery, payment for health care products and services, compliance with health information and data privacy and security laws and regulations, tracking and reporting payments and other transfers of value made to physicians and teaching hospitals, and extensive anti-bribery and anti-corruption prohibitions;

- changes in the FDA and foreign regulatory approval processes that may delay or prevent the approval of new products and result in lost market opportunity;

- requirements that may provide for increased transparency of clinical trial results and quality data, which, if implemented, could impact our ability to protect competitively-sensitive information contained in approval applications or could be misinterpreted leading to reputational damage, misperception or legal action which could harm our business; and

- changes in FDA and foreign regulations that may require additional safety monitoring, labeling changes, restrictions on product distribution or use, or other measures after the introduction of our products to market, which could increase our costs of doing business, adversely affect the future permitted uses of approved products, or otherwise adversely affect the market for our products.

Examples of previously enacted and possible future changes in laws that could adversely affect our business include the enactment in the U.S. of health care reform, potential regulations easing the entry of competing biosimilars in the marketplace, new legislation or implementation of existing statutory provisions on importation of lower-cost competing drugs from other jurisdictions, enhanced penalties for and investigations into non-compliance with U.S. fraud and abuse laws, and compliance with the Physician Payment Sunshine Act in the U.S. and similar foreign rules and regulations that require collection and reporting of payments or other transfers of value made to physicians and teaching hospitals.

Violations of governmental regulation may be punishable by criminal and civil sanctions against us, including fines and civil monetary penalties and exclusion from participation in government programs, including Medicare and Medicaid, as well as against executives overseeing our business. In addition to penalties for violation of laws and regulations, we could be required to repay amounts we received from government payors, or pay additional rebates and interest if we are found to have miscalculated the pricing information we have submitted to the government. Whether or not we have complied with the law, an investigation into alleged unlawful conduct could increase our expenses, damage our reputation, divert management time and attention and adversely affect our business.

Our sales and operations are subject to the risks of doing business internationally.

We are increasing our presence in international markets, which subjects us to many risks that could adversely affect our business, such as:

- the inability to obtain necessary foreign regulatory or pricing approvals of products in a timely manner;

- collectability of accounts receivable;

- fluctuations in currency exchange rates;

- difficulties in staffing and managing international operations;
- the imposition of governmental controls;
- less favorable intellectual property or other applicable laws;
- increasingly complex standards for complying with foreign laws and regulations that may differ substantially from country to country and may conflict with corresponding U.S. laws and regulations;
- the emergence of far-reaching anti-bribery and anti-corruption legislation in the U.K., including passage of the U.K. Bribery Act 2010, and elsewhere and escalation of investigations and prosecutions pursuant to such laws;
- compliance with complex import and export control laws;
- restrictions on direct investments by foreign entities and trade restrictions;
- greater political or economic instability; and
- changes in tax laws and tariffs.

In addition, our international operations are subject to regulation under U.S. law. For example, the Foreign Corrupt Practices Act prohibits U.S. companies and their representatives from offering, promising, authorizing or making payments to foreign officials for the purpose of obtaining or retaining business abroad. In many countries, the health care professionals we regularly interact with may meet the definition of a foreign government official for purposes of the Foreign Corrupt Practices Act. Failure to comply with domestic or foreign laws could result in various adverse consequences, including possible delay in approval or refusal to approve a product, recalls, seizures or withdrawal of an approved product from the market, the imposition of civil or criminal sanctions and the prosecution of executives overseeing our international operations.

Our investments in properties, including our manufacturing facilities, may not be fully realizable.

We own or lease real estate primarily consisting of buildings that contain research laboratories, office space, and biologic manufacturing operations. For strategic or other operational reasons, we may decide to further consolidate or co-locate certain aspects of our business operations or dispose of one or more of our properties, some of which may be located in markets that are experiencing high vacancy rates and decreasing property values. If we determine that the fair value of any of our owned properties is lower than their book value we may not realize the full investment in these properties and incur significant impairment charges. If we decide to fully or partially vacate a leased property, such as we did in connection with our recent relocation of our corporate headquarters from Weston, Massachusetts to Cambridge, Massachusetts, we may incur significant cost, including lease termination fees, rent expense in excess of sublease income and impairment of leasehold improvements. In addition, we may not fully utilize our manufacturing facilities, resulting in idle time at facilities or substantial excess manufacturing capacity, due to reduced expectations of product demand, improved yields on production and other factors. Any of these events may have an adverse impact on our results of operations.

Our effective tax rate may fluctuate and we may incur obligations in tax jurisdictions in excess of accrued amounts.

As a global biotechnology company, we are subject to taxation in numerous countries, states and other jurisdictions. As a result, our effective tax rate is derived from a combination of applicable tax rates in the various places that we operate. In preparing our financial statements, we estimate the amount of tax that will become payable in each of such places. Our effective tax rate, however, may be different than experienced in the past due to numerous factors, including changes in the mix of our profitability from country to country, the results of examinations and audits of our tax filings, adjustments to the value of our uncertain tax positions, including those relating to our manufacturing deduction, changes in accounting for income taxes and changes in tax laws. Any of these factors could cause us to experience an effective tax rate significantly different from previous periods or our current expectations.

In addition, our inability to secure or sustain acceptable arrangements with tax authorities and previously enacted or future changes in the tax laws, among other things, may result in tax obligations in excess of amounts accrued in our financial statements.

In the U.S., there are several proposals under consideration to reform tax law, including proposals that may reduce or eliminate the deferral of U.S. income tax on our unrepatriated earnings, penalize certain transfer pricing structures, and reduce or eliminate certain foreign or domestic tax credits or deductions. Our future reported financial results may be adversely affected by tax law changes which restrict or eliminate certain foreign tax credits or our ability to deduct expenses attributable to foreign earnings, or otherwise affect the treatment of our unrepatriated earnings.

The growth of our business depends on our ability to attract and retain qualified personnel and to develop and maintain key relationships.

The achievement of our commercial, research and development and external growth objectives depends upon our ability to attract and retain qualified scientific, manufacturing, sales and marketing and executive personnel and to develop and maintain relationships with qualified clinical researchers and key distributors. Competition for these people and relationships is intense and comes from a variety of sources, including pharmaceutical and biotechnology companies, universities and non-profit research organizations.

Pending and future product liability claims may adversely affect our business and our reputation.

The administration of drugs in humans, whether in clinical studies or commercially, carries the inherent risk of product liability claims whether or not the drugs are actually the cause of an injury. Our products or product candidates may cause, or may appear to have caused, injury or dangerous drug interactions, and we may not learn about or understand those effects until the product or product candidate has been administered to patients for a prolonged period of time.

We are subject from time to time to lawsuits based on product liability and related claims. We cannot predict with certainty the eventual outcome of any pending or future litigation. We may not be successful in defending ourselves in the litigation and, as a result, our business could be materially harmed. These lawsuits may result in large judgments or settlements against us, any of which could have a negative effect on our financial condition and business if in excess of our insurance coverage. Additionally, lawsuits can be expensive to defend, whether or not they have merit, and the defense of these actions may divert the attention of our management and other resources that would otherwise be engaged in managing our business.

Our operating results are subject to significant fluctuations.

Our quarterly revenues, expenses and net income (loss) have fluctuated in the past and are likely to fluctuate significantly in the future due to the risks described in these *"Risk Factors"* as well as the timing of charges and expenses that we may take. We have recorded, or may be required to record, charges that include:

- the cost of restructurings;
- impairments with respect to investments, fixed assets and long-lived assets, including in-process research and development and other intangible assets;
- inventory write-downs for failed quality specifications, charges for excess or obsolete inventory and charges for inventory write downs relating to product suspensions, expirations or recalls;
- bad debt expenses and increased bad debt reserves;
- outcomes of litigation and other legal proceedings, regulatory matters and tax matters;
- milestone payments under license and collaboration agreements; and
- payments in connection with acquisitions and other business development activity.

Our revenues are also subject to foreign exchange rate fluctuations due to the global nature of our operations. We recognize foreign currency gains or losses arising from our operations in the period in which we incur those gains or losses. Although we have foreign currency forward contracts to hedge specific forecasted transactions denominated in foreign currencies, our efforts to reduce currency exchange losses may not be successful. As a result, currency fluctuations among our reporting currency, the U.S. dollar, and the currencies in which we do business will affect our operating results, often in unpredictable ways. Our net income may also fluctuate due to the impact of charges we may be required to take with respect to foreign currency hedge transactions. In particular, we may incur higher than expected charges from hedge ineffectiveness or from the termination of a hedge relationship.

In addition, our operating results during any one period do not necessarily suggest the anticipated results of future periods.

Our portfolio of marketable securities is subject to market, interest and credit risk that may reduce its value.

We maintain a portfolio of marketable securities for investment of our cash. Changes in the value of our portfolio of marketable securities could adversely affect our earnings. In particular, the value of our investments may decline due to increases in interest rates, downgrades of the bonds and other securities included in our portfolio, instability in the global financial markets that reduces the liquidity of securities included in our portfolio, declines in the value of collateral underlying the mortgage and asset-backed securities included in our portfolio, and other factors. Each of these events may cause us to record charges to reduce the carrying value of our investment portfolio or sell investments for less than our acquisition cost. Although we attempt to mitigate these risks by investing in high quality securities and continuously monitoring our portfolio's overall risk profile, the value of our investments may nevertheless decline.

Our business involves environmental risks, which include the cost of compliance and the risk of contamination or injury.

Our business and the business of several of our strategic partners involve the controlled use of hazardous materials, chemicals, biologics and radioactive compounds. Although we believe that our safety procedures for handling and disposing of such materials comply with state and federal standards, there will always be the risk of accidental contamination or injury. If we were to become liable for an accident, or if we were to suffer an extended facility shutdown, we could incur significant costs, damages and penalties that could harm our business. Biologics manufacturing also requires permits from government agencies for water supply and wastewater discharge. If we do not obtain appropriate permits, or permits for sufficient quantities of water and wastewater, we could incur significant costs and limits on our manufacturing volumes that could harm our business.

A breakdown or breach of our information technology systems could subject us to liability or interrupt the operation of our business.

Many of our key business processes are facilitated by information technology systems. Information technology systems are potentially vulnerable to breakdown, malicious intrusion and random attack. Likewise, individuals authorized to access our information technology systems may pose a risk by exposing private or confidential data to unauthorized persons or to the public. While we believe that we have taken appropriate security measures to minimize these risks to our data and information technology systems, there can be no assurance that our efforts will prevent breakdowns or breaches in our systems that could adversely affect our business.

The increasing use of social media platforms presents new risks and challenges.

Social media is increasingly being used to communicate about our products and the diseases our therapies are designed to treat. Social media practices in the biopharmaceutical industry continue to evolve and regulations relating to such use are not always clear. This evolution creates uncertainty and risk of noncompliance with regulations applicable to our business. For example, patients may use social media channels to comment on the effectiveness of a product or to report an alleged adverse event. When such disclosures occur, there is a risk that we fail to monitor and comply with applicable adverse event reporting obligations or we may not be able to defend the company or the public's legitimate interests in the face of the political and market pressures generated by social media due to restrictions on what we may say about our products. There is also a risk of inappropriate disclosure of sensitive information or negative or inaccurate posts or comments about us on any social networking website. If any of these events were to occur or we otherwise fail to comply with applicable regulations, we could incur liability, face overly restrictive regulatory actions or incur other harm to our business.

Provisions in our Genentech collaboration agreement may discourage a third party from attempting to acquire us.

Provisions in our collaboration agreement with Genentech might discourage a takeover attempt that could be viewed as beneficial to shareholders who wish to receive a premium for their shares from a potential bidder. Our collaboration agreement with Genentech allows Genentech to purchase our rights to RITUXAN and certain anti-CD20 products developed under the agreement if we undergo a change of control and certain other conditions are met, which may limit our attractiveness to potential acquirers.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

Issuer Purchases of Equity Securities

The following table summarizes our common stock repurchase activity during the first quarter of 2014:

Period	Total Number of Shares Purchased (#)	Average Price Paid per Share ($)	Total Number of Shares Purchased as Part of Publicly Announced Programs (#)	Maximum Number of Shares That May Yet Be Purchased Under Our Programs (#)
January 2014	—	—	—	4,185,526
February 2014	—	—	—	4,185,526
March 2014	—	—	—	4,185,526
Total	—	—		

On February 11, 2011, we announced that our Board of Directors authorized the repurchase of up to 20.0 million shares of common stock. This authorization does not have an expiration date. As of March 31, 2014, approximately 15.8 million shares of our common stock at a cost of $1,883.0 million have been repurchased under this authorization. During the three months ended March 31, 2014, we did not repurchase any shares of common stock.

Approximately 4.2 million shares of our common stock remain available for repurchase under the 2011 authorization.

Item 6. ***Exhibits***

The exhibits listed on the Exhibit Index immediately preceding such exhibits, which is incorporated herein by reference, are filed or furnished as part of this Quarterly Report on Form 10-Q.

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 thereunto duly authorized.

BIOGEN IDEC INC.

/s/ Paul J. Clancy

Paul J. Clancy

Executive Vice President and Chief Financial Officer

(principal financial officer)

April 23, 2014

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
10.1+*	Biogen Idec Inc. Amended and Restated 2008 Omnibus Equity Plan
10.2+*	Form of performance unit award agreement under the Biogen Idec Inc. 2008 Omnibus Equity Plan (2014 form)
10.3+*	Form of market stock unit award agreement under the Biogen Idec Inc. 2008 Omnibus Equity Plan (2014 form)
31.1+	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1++	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101++	The following materials from Biogen Idec Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements.

\+ Filed herewith
++ Furnished herewith
* Management contract or compensatory plan or arrangement

BIOGEN IDEC INC.
AMENDED AND RESTATED 2008 OMNIBUS EQUITY PLAN

1. Defined Terms

Exhibit A, which is incorporated by reference, defines certain capitalized terms used in the Plan and sets forth certain operational rules related to those terms.

2. Purpose; Term

This Biogen Idec Inc. Amended and Restated 2008 Omnibus Equity Plan (the "Plan") provides for the grant of equity awards consisting of or based on the Common Stock of the Company. The purpose of the Plan is to attract and retain employees of the Company and its Affiliates, to provide an incentive for them to generate stockholder value by contributing to the appreciation of the Company's stock price and to enable them to participate in the growth of the Company by granting Awards with respect to the Company's Common Stock. No Awards may be granted under the Plan more than ten years after the date of adoption of the Plan which was June 19, 2008, but Awards granted prior to that date may continue in accordance with their terms.

3. Administration

The Plan shall be administered by the Committee. Except to the extent action by the Committee is required under Section 162(m) in the case of Awards intended to qualify for the performance-based compensation exception thereto, the Board may in any instance perform any of the functions of the Committee hereunder.

The Committee shall select the Participants to receive Awards and shall determine the terms and conditions of the Awards. The Committee has discretionary authority, subject only to the express provisions of the Plan, to interpret the Plan; determine eligibility for and grant Awards; determine, modify or waive the terms and conditions of any Award; prescribe forms, rules and procedures and otherwise do all things necessary to carry out the purposes of the Plan. In the case of any Award intended to be eligible for the performance-based compensation exception under Section 162(m), the Committee will exercise its discretion consistent with qualifying the Award for that exception. Determinations of the Committee made under the Plan will be conclusive and will bind all parties.

Notwithstanding anything else, transactions under this Plan, to the extent they would otherwise be subject to Section 16 of the Exchange Act, are intended to comply with all applicable conditions of Rule 16b-3 or its successors under Section 16 of the Exchange Act ("Rule 16b-3"). To the extent any provision of the Plan or action by the Committee fails to so comply, it shall be deemed null and void, to the extent permitted by law and deemed advisable by the Committee.

In the case of an Award intended to be eligible for the performance-based compensation exception under Section 162(m), the Plan and such Award shall be construed to the maximum extent permitted by law in a manner consistent with qualifying the Award for such exception. Consistent with the above requirements, the Committee may delegate such of its duties, powers and responsibilities as it may determine (and in the event of any such delegation, references herein to the Committee shall include the person or persons so delegated to the extent of such delegation).

In the case of an Award intended to be eligible for the performance-based compensation exception under Section 162(m), to the extent necessary, the Committee shall establish in writing Performance Criteria no later than the latest time permitted by Section 162(m) of the Code (generally, for performance periods of one year or more, no later than 90 days after the commencement of the performance period; and, for periods of less than one year, before twenty-five percent (25%) of the performance period has elapsed); provided, however, that the goals so established by the Committee may be adjusted by the Committee after the initial determination only to the extent permitted under Section 162(m).

4. Eligibility

All employees of the Company (or of any Affiliate) are eligible to be Participants in the Plan.

5. Stock Available for Awards

A. *Amount*. Subject to the other subsections of this Section 5 and to Section 10, no more than 15,000,000 shares of Common Stock in the aggregate may be delivered under or in satisfaction of Awards, plus the amount of shares of Common Stock: (i) that, as of the date of adoption of the Plan, remain available for grant under the Company's 2005 Omnibus Equity Plan (including shares available under such plan by reason of a predecessor plan) and (ii) that are, as of the effective date, subject to awards under the Company's 2005 Omnibus Equity Plan but which remain unvested upon the cancellation, surrender, exchange or termination of such award for any reason whatsoever. Shares issued under the Plan may consist of authorized but unissued shares or treasury shares. No fractional shares will be issued under the Plan.

B. *Fungible Share Plan*. Each share of Stock subject to an Award consisting of Options and/or Stock Appreciation Rights ("SARs") shall be counted against the limits set forth in Section 5.A as one (1) share. Each share of Stock subject to any Award other than Awards consisting of Options and/or SARs shall be counted against the limits set forth in Section 5.A as one and one-half (1.5) shares.

C. *Reversion to the Plan*. For the avoidance of doubt, if an outstanding Award for any reason expires or is terminated or canceled without having been exercised or settled in full, or if shares of Stock acquired pursuant to an Award subject to forfeiture or repurchase are forfeited or repurchased by the Company for an amount not greater than the Participant's purchase price, the shares of Stock allocable to the terminated portion of such Award or such forfeited or repurchased shares of Stock shall again be available for issuance under the Plan in an amount determined in accordance with Section 5.B. Shares of Stock shall not be deemed to have been issued pursuant to the Plan with respect to any portion of an Award that is settled in cash or other property (other than shares of Stock) and shall be treated as forfeited and shall again be available for issuance under the Plan. Upon payment in shares of Stock pursuant to the exercise of an SAR, the number of shares available for issuance under the Plan shall be reduced as provided in Section 7.C. Shares of Stock withheld from an Award in satisfaction of withholding taxes as described in Section 9.I. or in payment of the exercise price of any Award requiring exercise shall not again be available for issuance under the Plan.

D. *Certain Other Company Awards*. Common Stock issued under awards granted by another company ("other company awards") and assumed by the Company in connection with a merger, consolidation, stock purchase or similar transaction, or issued by the Company under awards substituted for other company awards in connection with a merger, consolidation, stock purchase or similar transaction, shall not reduce the shares available for Awards under the Plan; provided, that the maximum number of shares that may be issued pursuant to Incentive Stock Options (as defined below) shall be determined in a manner consistent with Section 422 and the rules thereunder.

E. *Limit on Individual Grants*. The following limits on individual Awards shall apply:

(1) The maximum number of shares of Common Stock subject to Options granted to any Participant, and that may be granted as SARs, Restricted Stock Units ("RSUs"), Restricted Stock Awards ("RSAs") and Other Awards pursuant to Section 8 to any Participant, shall not exceed an aggregate of 1,500,000 in any calendar year, subject in each case to adjustment under Section 10.

(2) No more than $12,000,000 may be paid to the Chief Executive Officer and no more than $5,000,000 may be paid to any other individual in any calendar year with respect to any Performance Awards settled in cash.

6. Stock Options

A. *Grant of Options*. Subject to the provisions of the Plan, the Committee may grant both (i) Options to purchase up to a maximum of 1,000,000 shares of Common Stock that are intended to comply with the requirements of Section 422 ("Incentive Stock Options" or "ISOs") and (ii) Options that are not intended to comply with such requirements ("Nonqualified Stock Options" or "NQSOs"). Each Option shall be clearly identified in the applicable Award agreement as either an ISO or an NQSO, but if no such identification is made, the Option shall be treated as an NQSO. The Committee shall determine the number of shares subject to each Option and the exercise price therefor, which shall not be less than 100% of the Fair Market Value of the Common Stock on the date of grant. An ISO granted to an employee described in Section 422(b)(6) of the Code must have an exercise price that is not less than 110% of such fair market value.

B. *Terms and Conditions*. Each Option shall be exercisable at such times and subject to such terms and conditions as the Committee may specify in the Award agreement or thereafter. An ISO may not be exercised after the period provided in Treas. Reg. Section 1.422-2(a)(2)(iii) and Treas. Reg. Section 1.422-2(d). The Committee may impose such conditions with respect to the exercise of Options, including conditions relating to applicable federal or state securities laws, as it considers necessary or advisable. At the time of the grant of an Option, the Committee may impose such restrictions or conditions to the vesting of such Option as it, in its absolute discretion, deems appropriate, including requiring the achievement of Performance Criteria. To the extent that a grant of an Option is to vest based solely upon the continued employment of the Participant, such Option shall vest pursuant to a schedule that provides for vesting in three equal increments on each of the first three anniversaries of the date of grant, or over a longer period as the Committee may determine. The Expiration Date of each Option shall be ten (10) years from the date of grant thereof, or at such earlier time as the Committee shall state in the Award agreement.

C. *Payment*. No shares shall be delivered pursuant to any exercise of an Option until payment in full of the exercise price therefor is received by the Company. Such payment may be made in whole or in part in cash or, to the extent legally permissible and expressly permitted by the Committee at or after the grant of the Option, by delivery of other property such as shares of Common Stock (for which the Committee may require a holding period), valued at their Fair Market Value on the date of delivery or such other lawful consideration, including in accordance with a cashless exercise, as the Committee may determine; or any combination of the foregoing permitted forms of payment.

7. Stock Appreciation Rights

A. *Grant of SARs*. Subject to the provisions of the Plan, the Committee may grant rights to receive any excess in value of shares of Common Stock over the base value of the rights ("SARs"). The Committee shall determine at the time of grant or thereafter whether SARs are settled in cash, Common Stock or other securities of the Company, Awards or other property, and may define the manner of determining the excess in value of the shares of Common Stock. The Committee shall fix the base value of each SAR, which shall not be less than 100% of the Fair Market Value of the Common Stock at the date of grant.

B. *Terms and Conditions*. Each SAR shall be exercisable at such times and subject to such terms and conditions as the Committee may specify in the Award agreement or thereafter. The Committee may impose such conditions with respect to the exercise of SARs, including conditions relating to applicable federal or state securities laws, as it considers necessary or advisable. At the time of the grant of an SAR, the Committee may impose such restrictions or conditions to the vesting of such SAR as it, in its absolute discretion, deems appropriate, including requiring the achievement of Performance Criteria. To the extent that a grant of an SAR is to vest based solely upon the continued employment of the Participant, such SAR shall vest pursuant to a schedule that provides for vesting in three equal increments on each of the first three anniversaries of the date of grant, or over a longer period as the Committee may determine. The Expiration Date of each SAR shall be ten (10) years from the date of grant thereof, or at such earlier time as the Committee shall state in the Award agreement.

C. *No Net Share Counting*. SARs to be settled in shares of Common Stock shall be counted in full against the number of shares available for award under the Plan under Section 5.A, regardless of the number of shares of Common Stock issued upon settlement of the SAR.

8. Restricted Stock Units, Restricted Stock Awards and Other Awards

A. *Restricted Stock Units*. The Committee may grant Awards consisting of units representing shares of Common Stock ("RSUs"). Each RSU shall represent the unfunded and unsecured commitment of the Company to deliver to the Participant at a specified future date or dates one or more shares of Common Stock or, if specified in the Award, cash equal to the Fair Market Value of the Award, in any case subject to the satisfaction of any vesting or other terms and conditions established with respect to the Award as the Committee may determine. No Participant or Designated Beneficiary holding RSUs shall be treated as a stockholder with respect to the shares of Common Stock subject to the Award unless and until such shares are actually delivered under the Award. RSUs may not be sold, assigned, transferred, pledged or otherwise encumbered. The Committee may make Awards of RSUs that are subject to restrictions or forfeiture on such terms and conditions as the Committee may determine from time to time.

B. *Restricted Stock Awards*. The Committee may grant Awards of shares of Common Stock subject to forfeiture ("RSAs") and determine the duration of the period (the "Restricted Period") during which, and the conditions under which, the shares may be forfeited to the Company and the other terms and conditions of such Awards. Shares of RSAs may not be sold, assigned, transferred, pledged or otherwise encumbered during the Restricted Period. Shares of RSAs shall be evidenced in such manner as the Committee may determine. Any certificates issued in respect of shares of RSAs shall be registered in the name of the Participant and unless otherwise determined by the Committee, deposited by the Participant, together with a stock power endorsed in blank, with the Company. At the expiration of the Restricted Period, the Company shall deliver such shares, along with any certificates, to the Participant or if the Participant has died, to the Participant's Designated Beneficiary.

C. *Other Awards*. The Committee may grant Awards (including Performance Awards) other than Options, SARs, RSUs or RSAs. Subject to the provisions of the Plan, the Committee shall have sole and complete authority to determine the persons to whom and the time or times at which such Other Awards shall be granted, the number of shares of Common Stock to be granted pursuant to such Other Awards, whether such Awards are to be settled in cash or stock and all other conditions of such Other Awards.

D. *Terms and Conditions*. At the time of the grant of RSUs, RSAs or Other Awards, the Committee shall determine the price, if any, to be paid by the Participant for each share subject to the Award. At the time of the grant of RSUs, RSAs or Other Awards, the Committee may impose such restrictions or

conditions to the vesting of such shares as it, in its absolute discretion, deems appropriate, including requiring the achievement of Performance Criteria. To the extent that a grant of RSUs, RSAs or Other Awards is to vest based solely upon the continued employment of the Participant, such Award shall vest pursuant to a schedule that provides for vesting in three equal increments on each of the first three anniversaries of the date of grant, or such longer period as the Committee may determine, provided, however that a total of not more than 500,000 shares of Common Stock may be made subject to such Awards with a time-based vesting schedule which provides for vesting sooner than the default schedule set forth above.

9. General Provisions Applicable to Awards

A. *Documentation and Legal Conditions on Delivery of Stock*. Each Award shall be evidenced by a written document delivered to the Participant or agreement executed by the Participant specifying the terms and conditions thereof and containing such other terms and conditions not inconsistent with the provisions of the Plan as the Committee considers necessary or advisable to achieve the purposes of the Plan or to comply with applicable tax and regulatory laws and accounting principles. The Company will not be obligated to deliver any shares of Stock pursuant to the Plan or to remove any restriction from shares of Stock previously delivered under the Plan until: (i) the Company's counsel has approved all legal matters in connection with the issuance and delivery of such shares; (ii) if the outstanding Stock is at the time of delivery listed on any stock exchange or national market system, the shares to be delivered have been listed or authorized to be listed on such exchange or system upon official notice of issuance; and (iii) all conditions of the Award have been satisfied or waived. If the sale of Stock has not been registered under the Securities Act of 1933, as amended, or if the Company determines that the registration statement covering the sale of Stock is not available, the Company may defer the sale until such time as it determines that the registration statement is available and may delay the applicability of any provisions of the Award during any period of unavailability. The Company may require that certificates evidencing Stock issued under the Plan bear an appropriate legend reflecting any restriction on transfer applicable to such Stock.

B. *Performance Criteria*. The Committee may establish Performance Criteria on which the granting of Performance Awards, or the vesting of Performance Awards, will be subject. The Committee shall determine whether any Performance Criteria so established have been achieved, and if so to what extent, and its determination shall be binding on all persons.

C. *Application of Code Section 409A*. Awards under the Plan are intended either to be exempt from the rules of Section 409A or to satisfy those rules, and shall be construed accordingly. Granted Awards may be modified at any time, in the Committee's discretion, so as to increase the likelihood of exemption from or compliance with the rules of Section 409A. In the event that a Participant is prohibited from executing market trades by reason of the application of the federal securities laws or for any other reason determined by the Committee, the Committee may extend the exercise period of an Award to the extent permitted by Section 409A.

D. *Committee Discretion*. Awards may be made alone or in combination with other Awards, including Awards of other types. The terms of Awards of the same type need not be identical, and the Committee need not treat Participants uniformly (subject to the requirements of applicable law). Except as otherwise expressly provided by the Plan or a particular Award, any determination with respect to an Award may be made by the Committee at the time of grant or at any time thereafter.

E. *Dividends and Cash Awards*. In the discretion of the Committee, any Award under the Plan may provide the Participant with (i) dividends or dividend equivalents payable (in cash or in the form of Awards under the Plan) currently or deferred with or without interest and (ii) cash payments in lieu of or in addition to an Award.

F. *Leaves of Absence*. Awards held by a Participant on an approved leave of absence shall continue to vest in accordance with their terms during the leave of absence as if the Participant was an active employee unless otherwise agreed to in writing between the Company and the Participant or otherwise set forth in the Award agreement; provided, however, in the event of an ISO, such leave of absence shall not exceed ninety (90) days unless reemployment is guaranteed by law or contract.

G. *Termination of Employment*. Unless the Committee expressly provides otherwise, the following rules shall apply in connection with the cessation of a Participant's employment with the Company and its Affiliates. Immediately upon the cessation of the Participant's employment with the Company and its Affiliates, an Award requiring exercise will cease to be exercisable and all Awards to the extent not already fully vested will be forfeited, except that:

(1) All Options and SARs held by a Participant immediately prior to his or her death or termination as a result of Disability shall, to the extent not vested previously, become fully vested, and all vested Options and SARs will remain exercisable by the Participant or such Participant's executor or administrator or the person or persons to whom the Option or SAR is transferred by will or the applicable laws of descent and distribution, in each case for the lesser of: (i) the one-year period ending with the first anniversary of the Participant's death or Disability or (ii) the period ending on the latest date on which such Option or SAR could have been exercised without regard to this subsection G, and shall thereupon terminate;

(2) All Options and SARs held by a Participant immediately prior to Retirement shall, to the extent not vested previously, become fully vested for fifty percent (50%) of the number of shares covered by such unvested Options and SARs and for an additional ten percent (10%) of the number of shares covered by such unvested Options and SARs for every full year of employment by the Company or any of its Affiliates beyond ten (10) years, up to the remaining amount of the unvested Options and SARs, and all vested Options and SARs will remain exercisable for the lesser of: (i) the three-year period ending with the third anniversary of the Participant's Retirement or (ii) the period ending on the latest date on which such Option or SAR could have been exercised without regard to this subsection G, and shall thereupon terminate;

(3) All Options and SARs held by a Participant immediately prior to the cessation of the Participant's employment for reasons other than death, Disability or Retirement, except as provided in (4) below, to the extent then exercisable, will remain exercisable for the lesser of: (i) the period ending six (6) months from the Participant's termination date or (ii) the period ending on the latest date on which such Option or SAR could have been exercised without regard to this subsection G, and shall thereupon terminate;

(4) All Options and SARs held by a Participant or a Participant's permitted transferees, if any, immediately prior to the cessation of the Participant's employment For Cause (including any portion of the Award that is then exercisable) shall terminate at the commencement of business on the date of such termination;

(5) All RSUs, RSAs and Other Awards, in each case held by a Participant immediately prior to the Participant's death or termination as a result of Disability, to the extent not previously vested, shall vest and become non-forfeitable; provided, however, that the applicable grants with respect to such Awards shall provide for payment terms that comply with, or are exempt from, the requirements of Section 409A;

(6) All RSUs, RSAs and Other Awards, in each case held by a Participant immediately prior to the Participant's Retirement shall, to the extent not vested previously, become fully vested for fifty percent (50%) of the number of shares covered by such Awards and for an additional ten percent (10%) of the number of shares covered by such unvested Awards for every full year of employment by the Company or any of its Affiliates beyond ten (10) years, up to the remaining amount of the unvested Awards; provided, however, that: (i) the applicable grants with respect to such Awards shall provide for payment terms that comply with, or are exempt from, the requirements of Section 409A; and (ii) Awards subject to Performance Criteria intended to comply with Section 162(m) will vest according to the schedule contemplated in this Section 9.G.(6) only to the extent consistent with the requirements of Section 162(m).

(7) All RSUs, RSAs and Other Awards held by a Participant immediately prior to the cessation of the Participant's employment for reasons other than death, Disability or Retirement (except as provided in (8) below), shall terminate at the close of business on the date of such termination; and

(8) All RSUs, RSAs and Other Awards held by a Participant or a Participant's permitted transferees, if any, immediately prior to the cessation of the Participant's employment For Cause shall terminate at the commencement of business on the date of such termination.

Unless the Committee expressly provides otherwise, a Participant's employment with the Company and its Affiliates will be deemed to have ceased upon termination of the Participant's employment with the Company and its Affiliates (whether or not the Participant continues in the service of the Company or its Affiliates in some capacity other than that of an employee of the Company or its Affiliates).

H. *Transferability*. No Award may be transferred other than by will or the laws of descent and distribution and may be exercised during the life of a Participant only by the Participant, except that, as to Options other than ISOs, the Committee may in its sole discretion permit certain transfers to the Participant's family members or to certain entities controlled by the Participant or his or her family members.

I. *Withholding Taxes*. The Participant shall pay to the Company, or make provision satisfactory to the Committee for payment of, any taxes or social insurance contributions required by law to be withheld with respect to Awards under the Plan no later than the date of the event creating the tax liability. The Company and its Affiliates will, to the extent permitted by law, deduct any such tax or social insurance obligations from any payment of any kind due to the Participant hereunder or otherwise. In the Committee's discretion, the minimum tax or social insurance obligations required by law to be withheld in respect of Awards may be paid in whole or in part in shares of Common Stock, including shares retained by the Company from the Award creating the obligation, valued at their Fair Market Value on the date of retention or delivery. In particular, but not in limitation of the foregoing, with respect to Awards of RSUs, RSAs and Other Awards, the Company shall withhold from the payment of an Award and shall retain that number of Shares the Fair Market Value of which is equal to the amount of tax required to be withheld and paid on the date of retention or delivery.

J. *Option or SAR Repricing*. Without the affirmative vote of holders of a majority of the shares of Stock cast in person or by proxy at a meeting of the stockholders of the Company at which a quorum representing a majority of all outstanding shares of Stock is present or represented by proxy, neither the Board nor the Committee shall approve either (a) the cancellation of outstanding Options or SARs and the grant in substitution therefor of new Options or SARs having a lower exercise price or base value, as the case may be, or (b) the amendment of outstanding Options or SARs to reduce the exercise price or base value, as the case may be, thereof. This paragraph shall not be construed to apply to: (i) "issuing or assuming a stock option in a transaction to which Section 424(a) applies" within the meaning of Section 424 of the Code; or (ii) adjustments made pursuant to Section 10.

K. *Amendment of Award*. Except as otherwise expressly provided in the Plan, the Committee may amend, modify or terminate any outstanding Award, including substituting therefor another Award of the same or a different type, changing the date of exercise or realization and converting an ISO to an NQSO; provided, however, that if stockholder approval is required by law or the rules of the applicable exchange on which common stock of the Company is then publicly traded, such amendment shall not become effective until such stockholder approval is obtained. Any such action shall require the Participant's consent unless the Committee determines that the action would not materially and adversely affect the Participant.

L. *Cancellation and Rescission of Awards*. Unless the Award agreement specifies otherwise, the Committee may cancel, rescind, withhold or otherwise limit or restrict any unexpired or unpaid Award at any time if the Participant is not in compliance with all applicable provisions of the Award agreement and the Plan, or if the Participant engages in any "Detrimental Activity."

M. *Foreign Nationals*. The Committee may take any action consistent with the terms of the Plan, either before or after an Award has been granted, which the Committee deems necessary or advisable to comply with government laws or regulatory requirements of any foreign jurisdiction, including but not limited to modifying or amending the terms and conditions governing any Awards, establishing sub-plans under the Plan or adopting such procedures as the Committee may determine to be appropriate in response to differences in laws, rules, regulations or customs of such foreign jurisdictions with respect to tax, securities, currency, employment, accounting or other matters.

N. *Deemed Exercise of Awards*. On the Expiration Date on which a vested Award requiring exercise is scheduled to terminate in accordance with the Plan and the terms of the Award, if the per share exercise price or base value, as the case may be, of the Award is less than the closing price of the Common Stock on that date, the vested Award will be deemed to have been exercised at the close of business on that date. As promptly as practicable thereafter, the Company will deliver to the Participant the shares of Common Stock subject to the vested Award less that number of shares with a value that is equal to the aggregate Fair Market Value of: (1) the aggregate exercise price or base value, as the case may be, of the vested Award and (2) the amount necessary to satisfy any federal, state and local withholding of taxes or social insurance contributions related to the exercise.

10. Effect of Certain Transactions

A. *Covered Transactions*

Except as otherwise expressly provided in an Award:

(1) If the Covered Transaction is one in which there is an acquiring or surviving entity other than the Company or its Affiliate, the Committee shall provide for the assumption of some or all outstanding Awards or for the grant of new Awards in substitution therefor or the continuation of some or all of the Awards by the acquiror or survivor or an affiliate of the acquiror or survivor, except to the extent that the Committee pays out the Award pursuant to the provisions of Section 10.A.(2).

(2) If the Covered Transaction is one in which holders of Stock will receive upon consummation a payment (whether cash, non-cash or a combination of the foregoing), the Committee may provide for payment (a cash-out), with respect to some or all Awards or any portion thereof (whether or not vested), equal in the case of each affected Award or portion thereof to the excess, if any, of (a) the Fair Market Value of one share of Stock times the number of shares of Stock subject to the Award or such portion, over (b) the aggregate exercise or purchase price, if any, under the Award or such portion (in the case of an SAR, the aggregate base value above which appreciation is measured), in each case on such payment terms (which need not be the same as the terms of payment to holders of Stock) and other terms, and subject to such conditions, as the Committee determines; provided, that the Committee shall not exercise its discretion under this Section 10.A.(2) with respect to an Award or portion thereof providing for "nonqualified deferred compensation" subject to Section 409A in a manner that would constitute an extension or acceleration of, or other change in, payment terms if such change would be inconsistent with the applicable requirements of Section 409A. For avoidance of doubt, in the event that the aggregate exercise or purchase price of the Award exceeds the aggregate Fair Market Value, the Award will be deemed to be cashed out for a payment of zero.

(3) Each Award will terminate upon consummation of the Covered Transaction, other than Awards assumed, substituted or continued pursuant to Section 10.A.(1) above. For avoidance of doubt, in the event that the Awards are not cashed out (or deemed cashed out) as provided in 10.A.(2), such Awards shall be assumed, substituted or continued as provided in Section 10.A.(1) above.

B. *Corporate Transaction*. Except as otherwise provided in the Award agreement, if at any time within two (2) years after the effective date of a Corporate Transaction there is an Involuntary Employment Action with respect to any Designated Employee, each then outstanding Award assumed, substituted or continued under Section 10.A.(1) and held by such Designated Employee (or a permitted transferee of such person) shall, upon the occurrence

of such Involuntary Employment Action, automatically accelerate so that each such Award shall become fully vested or exercisable, as applicable, immediately prior to such Involuntary Employment Action. Upon the occurrence of an Involuntary Employment Action with respect to a Designated Employee, any outstanding Options or SARs held by such Designated Employee (and a permitted transferee of such person) shall be exercisable for one (1) year following the Involuntary Employment Action or, if earlier, within the originally prescribed term of the Option or SAR.

C. *Corporate Change in Control*.

(1) With respect to Awards granted prior to February 12, 2014, unless otherwise determined by the Committee at the time of grant and set forth in the Award agreement, in the event of a Corporate Change in Control, the exercisability or vesting of each Award outstanding under the Plan shall be automatically accelerated so that each such Award shall immediately prior to such Corporate Change in Control become fully vested or exercisable for the full number of shares of the Common Stock purchasable or cash payable under an Award to the extent not previously exercised and may be exercised for all or any portion of such shares or cash within the originally prescribed term of such Award. The Committee shall, in its discretion, determine the timing and mechanics required to implement the foregoing sentence.

(2) With respect to Awards granted on or after the February 12, 2014, unless otherwise determined by the Committee at the time of grant and set forth in the Award agreement, if at any time within two (2) years after the effective date of a Corporate Change in Control there is an Involuntary Employment Action with respect to any Designated Employee, each then outstanding Award assumed, substituted or continued under Section 10.A.(1) and held by such Designated Employee (or a permitted transferee of such person) shall, upon the occurrence of such Involuntary Employment Action, automatically accelerate so that each such Award shall become fully vested or exercisable, as applicable, immediately prior to such Involuntary Employment Action. Upon the occurrence of an Involuntary Employment Action with respect to a Designated Employee, any outstanding Options or SARs held by such Designated Employee (and a permitted transferee of such person) shall be exercisable for one (1) year following the Involuntary Employment Action or, if earlier, within the originally prescribed term of the Option or SAR

D. *Changes In, Distributions With Respect To and Redemptions of the Stock*.

(1) In the event of any stock dividend or other similar distribution of stock or other securities of the Company, stock split or combination of shares (including a reverse stock split), recapitalization, conversion, reorganization, consolidation, split-up, spin-off, combination, merger, exchange of stock, redemption or repurchase of all or part of the shares of any class of stock or any change in the capital structure of the Company or an Affiliate or other transaction or event, the following shall be equitably adjusted (a) the number of shares that may be delivered as per Section 5, (b) the number and kind of shares of stock or securities subject to Awards then outstanding or subsequently granted, (c) exercise prices or base values, as the case may be, relating to outstanding Awards, and (d) any other provision of Awards affected by such change shall be adjusted by the Company.

(2) The Committee shall also make equitable or proportionate adjustments of the type described in Section 10.D.(1) above to take into account distributions to stockholders other than stock dividends or normal cash dividends, material changes in accounting practices or principles, extraordinary dividends, mergers, consolidations, acquisitions, dispositions or similar transactions involving Stock, or any other event other than those described in Section 10.D(1) above, if the Committee determines that adjustments are appropriate to avoid distortion in the operation of the Plan and to preserve the value and equity of Awards made hereunder, having due regard for: (i) the qualification of ISOs under Section 422; (ii) the continued exemption of the Awards from (or satisfaction by the Awards of the rules of) Section 409A, where applicable and (iii) in the case of Awards intended to qualify for the performance-based compensation exception Section 162(m), having due regard for continued qualification for that exception.

(3) References in the Plan to shares of Stock will be construed to include any stock or securities resulting from an adjustment pursuant to this Section 10.

11. Miscellaneous

A. *No Right to Employment*. No person shall have any claim or right to be granted an Award. Neither the adoption, maintenance, nor operation of the Plan nor any Award hereunder shall constitute a contract of employment or confer upon any employee of the Company or of any Affiliate any right with respect to the continuance of his/her employment by or other service with the Company or any such Affiliate nor shall it or they be construed as affecting the rights of the Company (or Affiliate) to terminate the service of any person at any time or otherwise change the terms of such service, including, without limitation, the right to promote, demote or otherwise re-assign any employee from one position to another within the Company or any Affiliate.

B. *No Rights as a Stockholder*. Subject to the provisions of the applicable Award, no Participant or Designated Beneficiary shall have any rights as a stockholder with respect to any shares of Common Stock to be issued under the Plan until he or she becomes the holder thereof. A Participant to whom an RSA is awarded shall be considered a stockholder of the Company at the time of the Award except as otherwise expressly provided in the applicable Award agreement.

C. *Effective Date*. The Plan became effective on the date its adoption on June 19, 2008 and its terms, as amended and restated herein, shall be effective on the amendment date which is February 12, 2014.

D. *Amendment of the Plan*. The Committee may amend, suspend or terminate the Plan or any portion thereof at any time, subject to such stockholder approval as the Committee determines to be necessary or advisable. Further, under all circumstances, the Committee may, but shall not be required to, make non-substantive administrative changes to the Plan in order to conform with or take advantage of governmental requirements, statutes or regulations. Except as provided in Section 9.L, no such amendment, modification or termination will adversely affect the rights of any Participant (without his or her consent) under any Award previously granted and no amendment will, without the approval of the stockholders of the Company, effectuate a change for which stockholder approval is required in order for the Plan to qualify or to continue to qualify under Section 422 or for Awards intended to be eligible for the performance-based exception under Section 162(m) to qualify as such or continue such eligibility.

E. *Governing Law*. The provisions of the Plan shall be governed by and interpreted in accordance with the laws of the State of Delaware.

EXHIBIT A

Definition of Terms

The following terms, when used in the Plan, will have the meanings and be subject to the provisions set forth below:

"Affiliate" means any corporation or other entity that stands in a relationship to the Company that would result in the Company and such corporation or other entity being treated as a single employer under Sections 414(b) or 414(c) of the Code, except that such Sections shall be applied by substituting "at least 50%" for "at least 80%" wherever applicable; provided, however, that in determining eligibility for the grant of an Option or SAR by reason of service for an

Affiliate, "Affiliate" shall mean any corporation or other entity in a chain of corporations all of which have a controlling interest in another corporation or other entity in the chain, beginning with the parent entity and ending with the entity for which the Award recipient was providing services on the grant date of the Award (defining the term "controlling interest" based on "at least 50%" rather than "at least 80%"). The Company may at any time by amendment provide that different ownership thresholds apply (consistent with Section 409A, where applicable).

"*Award*" means any Option, SAR, RSA, RSU and any Other Award convertible into or otherwise based on Common Stock (including a Performance Award payable in cash), granted under the Plan.

"*Board*" means the Board of Directors of the Company.

"*Code*" means the Internal Revenue Code of 1986, as amended from time to time, or any successor law.

"*Committee*" means a committee of the Board of Directors, which shall consist of two or more persons, each of whom, unless otherwise determined by the Board of Directors, is: (i) an "outside director" within the meaning of Section 162(m); (ii) a "nonemployee director" within the meaning of Rule 16b-3 under the Exchange Act and (iii) an "independent director" as defined in The NASDAQ Stock Market Rule 4200.

"*Common Stock*" or "*Stock*" means the Common Stock, $0.0005 par value, of the Company.

"*Company*" means Biogen Idec Inc., a Delaware corporation.

"*Competitive Activity*" shall include: (i) the rendering of services for any organization or engaging directly or indirectly in any business which is or becomes competitive with the Company, or which organization or business, or the rendering of services to such organization or business, is or becomes otherwise prejudicial to or in conflict with the interests of the Company; (ii) the disclosure to anyone outside the Company, or the use in other than the Company's business, without prior written authorization from the Company, of any confidential information or material relating to the business of the Company, acquired by the Participant either during or after employment with the Company or (iii) any attempt directly or indirectly to induce any employee of the Company to be employed or perform services elsewhere or any attempt directly or indirectly to solicit the trade or business of any current or prospective customer, supplier or partner of the Company.

"*Continuing Director*" shall mean, as of any date of determination, any member of the Board who (a) was a member of the Board on the Amendment Date, (b) becomes a member of the Board subsequent to the Amendment Date and was appointed, nominated for election or elected to the Board with the approval of a majority of the Continuing Directors who were members of the Board at the time of such appointment, nomination or election, provided that a director whose initial assumption of office is in connection with an actual or threatened election contest will not be considered a Continuing Director unless and until (i) such director has served on the Board for at least two years and (ii) the most recent reelection of such director has been approved by a majority of the Continuing Directors in office at the time of such approval.

"*Corporate Change in Control*" shall be deemed to have occurred upon the first of the following events:

(1) an event in which any Person, is or becomes the "beneficial owner" (as defined in Section 13(d) of the Exchange Act), together with all affiliates and associates (as such terms are used in Rule 12b-2 of the General Rules and Regulations under the Exchange Act) of such Person, directly or indirectly, of securities of the Company representing 50% or more of the combined voting power of the Company's then outstanding securities;

(2) the consummation of the merger or consolidation of the Company with any other company, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity), more than 50% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger; or

(3) at any time the Continuing Directors do not constitute a majority of the Board (or, if applicable, the board of directors of a successor to the Company).

Notwithstanding the foregoing, in any case where the occurrence of a Corporate Change in Control could affect the vesting of or payment under an Award subject to the requirements of Section 409A of the Code, to the extent required to comply with Section 409A of the Code, the term "Corporate Change in Control" shall mean an occurrence that both (i) satisfies the requirements set forth above in this definition and (ii) is a "change in control event" as that term is defined in the regulations under Section 409A of the Code.

"*Corporate Transaction*" means any of: (i) a consolidation, merger or similar transaction or series of related transactions, including a sale or other disposition of stock, in which the Company (or an Affiliate) is not the surviving corporation or which results in the acquisition of all or substantially all of the then outstanding Common Stock by a single person or entity or by a group of persons and/or entities acting in concert; (ii) a sale or transfer of all or substantially all of the Company's assets or (iii) a dissolution or liquidation of the Company. Where a Corporate Transaction involves a tender offer that is reasonably expected to be followed by a merger described in clause (i) as determined by the Committee, the Corporate Transaction shall be deemed to have occurred upon consummation of the tender offer.

Notwithstanding the foregoing, in any case where the occurrence of a Corporate Transaction could affect the vesting of or payment under an Award subject to the requirements of Section 409A of the Code, to the extent required to comply with Section 409A of the Code, the term "Corporate Transaction" shall mean an occurrence that both (i) satisfies the requirements set forth above in this definition and (ii) is a "change in control event" as that term is defined in the regulations under Section 409A of the Code.

"*Covered Employee*" means a "covered employee" as set forth in Section 162(m).

"*Covered Transaction*" means a Corporate Change in Control or a Corporate Transaction.

"*Designated Beneficiary*" means the Participant's estate.

"*Designated Employee*" means an employee designated by the Committee, in its sole discretion, as a "Designated Employee" for purposes of the Plan at any time prior to the effective date of a Corporate Transaction or Corporate Change in Control, as applicable.

.

"*Detrimental Activity*" shall include any action or failure to act that, in the sole determination of the Committee: (i)(a) constitutes financial malfeasance that is materially injurious to the Company, (b) violates the Company's Code of Conduct, (c) results in the Company's restatement of its earnings, financial results or financial statements or (d) results in a violation or breach of law or contract that is materially injurious to the Company or (ii) violates any non-competition, non-disclosure or non-solicitation agreement with the Company, or in the event that the Participant has not entered into any such agreement with the Company, the Participant engages in any "Competitive Activity".

"*Disability*" shall exist for purposes of the Plan if the Company determines in its sole discretion that the Participant has been terminated as a result of the employee having become totally and permanently disabled. For this purpose, totally and permanently disabled means that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months.

"*Exchange Act*" means the Securities Exchange Act of 1934, as amended from time to time, or any successor law.

"*Expiration Date*" means the latest date on which an Option, SAR or Other Award requiring exercise may be exercised pursuant to the Award agreement.

"*Fair Market Value*" means, (i) with respect to Stock, (a) for so long as such Stock is readily tradable on an established securities market (within the meaning of Section 409A), the closing price on the day of the grant or measurement or, if the applicable date is not a trading day, on the most recent trading day immediately prior to the applicable date, and (b) otherwise, the fair market value of such Stock determined by the Committee by a reasonable application of a reasonable valuation method (within the meaning of Section 409A); and, (ii) with respect to any other property, the fair market value of such property as determined by the Committee in good faith in the manner established by the Committee from time to time.

"*For Cause*" shall be deemed to include, but is not limited to, dishonesty with respect to the Company or any Affiliate, insubordination, substantial malfeasance or non-feasance of duty, unauthorized disclosure of confidential information, breach by a Participant of any provision of any employment, nondisclosure, non-competition or similar agreement between the Participant and the Company or any Affiliate, and conduct substantially prejudicial to the business of the Company or an Affiliate. The determination of the Committee as to the existence of circumstances warranting a termination For Cause shall be conclusive. Notwithstanding the foregoing, in the event that the Participant is a party to an effective employment or similar agreement with the Company or an Affiliate which contains a "cause" definition, such definition shall be controlling for purposes of the Plan.

"*Incentive Stock Option*" or "*ISO*" has the meaning set forth in Section 6.A.

"*Involuntary Employment Action*" as to a Participant means the involuntary termination of a Participant's employment with the Company following a Covered Transaction, other than For Cause, upon the occurrence of any of the following circumstances: (i) any adverse and/or material alteration and diminution in the Participant's authority, duties or responsibilities (other than a mere change in title or reporting relationship) as they existed immediately prior to the Covered Transaction or as the same may be increased from time to time thereafter, (ii) a reduction of the Participant's base salary or a reduction in targeted bonus opportunity, in each case as in effect on the date prior to the Covered Transaction or as the same may be increased from time to time thereafter or (iii) relocation of the offices at which the Participant is employed which increases his or her daily commute by more than 100 miles on a round trip basis; provided, however, that in any case the Participant notifies the Chief Legal Officer or the Head of Human Resources of the Company in writing of the basis for his or her involuntary termination within one (1) year of the occurrence of the circumstances and the Company does not cure such circumstance within thirty (30) days thereafter.

"*Nonqualified Stock Option*" or "*NQSO*" has the meaning set forth in Section 6.A.

"*Option*" means the right to purchase shares of Common Stock of the Company for a specified period of time at a specified price.

"*Other Award*" has the meaning set forth in Section 8.C.

"*Participant*" means a person selected by the Committee to receive an Award under the Plan.

"*Performance Award*" means an Award subject to Performance Criteria. The Committee in its discretion may grant Performance Awards that are intended to qualify for the performance-based compensation exception under Section 162(m) and Performance Awards that are not intended to so qualify.

"*Performance Criteria*" means specified criteria the satisfaction of which is a condition to the grant, exercisability, vesting, payment or full enjoyment of an Award. For purposes of Performance Awards that are intended to qualify for the performance-based compensation exception under Section 162(m), a Performance Criterion shall be based on objectively determinable measures of performance relating to any of or to any combination of the following (measured either absolutely or by reference to an index or indices and determined either on a consolidated basis or, as the context permits, on a divisional, functional, subsidiary, line of business, project or geographical basis or in combinations thereof): sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation, or amortization or other items, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; stockholder return; sales of particular products or services; customer acquisition, expansion or retention; acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings; or achievement of clinical trials or measurable research objectives. A Performance Criterion and any targets with respect thereto determined by the Committee shall be based on achievement of an objectively determinable performance goal. To the extent consistent with the requirements for satisfying the performance-based compensation exception under Section 162(m), the Committee may provide in the case of any Award intended to qualify for such exception that one or more of the Performance Criteria applicable to such Award will be adjusted in an objectively determinable manner to reflect events (for example, but without limitation, acquisitions or dispositions) occurring during the performance period that affect the applicable Performance Criterion or Criteria. Prior to the grant, exercisability, vesting, payment or full enjoyment of the Performance Award, as the case may be, the Committee will determine whether the Performance Criteria have been attained and such determination will be conclusive. If the Performance Criteria are not attained, no other Award will be provided in substitution of the Performance Award with respect to which such Performance Criteria have not been met.

"*Person*" shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include: (i) the Company or any of its Affiliates; (ii) a trustee or other fiduciary holding securities under an employee benefits plan of the Company or any of its Affiliates; (iii) an underwriter temporarily holding securities pursuant to an offering of such securities or (iv) a corporation or other business entity owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

"*Restricted Period*" has the meaning set forth in Section 8.B.

"*Restricted Stock Award*" or "*RSA*" has the meaning set forth in Section 8.B.

"*Restricted Stock Unit*" or "*RSU*" has the meaning set forth in Section 8.A.

"*Retirement*" as to any employee of the Company or any of its Affiliates shall mean such person's leaving the employment of the Company and its Affiliates after reaching age 55 with ten (10) years of service with the Company or its Affiliates, but not including pursuant to any termination For Cause or pursuant to any termination for insufficient performance, as determined by the Company.

"*Section 162(m)*" means Section 162(m) of the Code, including the Treasury Regulations thereunder and other applicable Internal Revenue Service guidance.

"*Section 409A*" means Section 409A of the Code, including the Treasury Regulations thereunder and other applicable Internal Revenue Service guidance.

"*Section 422*" means Section 422 of the Code, including the Treasury Regulations thereunder and other applicable Internal Revenue Service guidance.

"*Stock Appreciation Right*" or "*SAR*" has the meaning set forth in Section 7.A.

PERFORMANCE UNIT AWARD AGREEMENT

GRANTED UNDER

BIOGEN IDEC INC. 2008 OMNIBUS EQUITY PLAN

1. Grant of Performance Units

Pursuant to the Biogen Idec Inc. 2008 Omnibus Equity Plan (as it may be amended from time to time, the "Plan"), Biogen Idec Inc. (the "Company") hereby grants to you, an employee of the Company or its Affiliates (the "Participant"), on each of the grant dates specified on your Fidelity stock plan account (the "Grant Date") the number of performance units (the "Granted PUs" or the "Award") specified on your Fidelity stock plan account, subject to the terms and conditions of this award agreement ("Agreement") and the Plan. No PUs shall be paid unless vested in accordance with this Agreement. The Committee, in its sole discretion, may settle the Award, to the extent vested as provided for in this Agreement and the Plan, in cash or in shares of common stock of the Company ("Common Stock"). The Participant's rights to the PUs granted pursuant to this Agreement are subject to the restrictions described in this Agreement and the Plan, in addition to such other restrictions, if any, as may be imposed by law. All initially capitalized terms used will have the meaning specified in the Plan, unless another meaning is specified in this Agreement.

2. Vesting

A. The Participant shall have a nonforfeitable right to a portion of the Award (such portion, the vested portion) only upon the dates described on your Fidelity stock plan account, except as otherwise provided herein or determined by the Committee in its sole discretion. No portion of any Award shall become vested on the vesting date unless the Participant is then, and since the Grant Date has continuously been, employed by the Company or any Affiliate. If the Participant ceases to be employed by the Company and its Affiliates for any reason, any then-outstanding and unvested portion of the Award shall be automatically and immediately forfeited and terminated, except as otherwise provided in this Agreement and the Plan.

B. The Award will become eligible to vest upon achievement of the PU goals ("Performance Goals"), as adopted by the Compensation and Management Development Committee (the "CMDC") in February of the year in which the Award was granted and communicated. The calculation of the number of PUs that will vest is specified in the Long-Term Incentive Program Overview for Executives for the year in which the Award is granted ("LTI Overview") which is also found on your Fidelity stock plan account. PUs that become eligible to vest are referred to as the "Eligible PUs." In the event and to the extent that the Performance Goals are not satisfied, such Granted PUs shall not become eligible to vest and shall be immediately forfeited. As specified in the Performance Goals, in the event and to the extent that the Performance Goals are exceeded, an additional number of PUs will become eligible to vest. In no event shall the number of Eligible PUs exceed 200% of the number of Granted PUs. Eligible PUs will become vested in the following installments (the "Vesting Period"):

One-third of the Eligible PUs shall vest on the later of one year from the Grant Date or the date of CMDC determination of the degree to which the performance criteria set forth above have been satisfied (the "Initial Vesting Date") ;

an additional **one-third** of the Eligible PUs shall vest on the first anniversary of the Initial Vesting Date;
and an additional **one-third** of the Eligible PUs shall vest on the second anniversary of the Initial Vesting Date.

C. Except as otherwise provided in the Plan, upon termination of the Participant's employment with the Company and its Affiliates for any reason, any portion of the Award that is not then vested will immediately terminate, except as follows:

(1) any portion of the Award held by the Participant immediately prior to the Participant's termination of employment on account of death or Disability will, to the extent not vested previously, become fully vested upon the later of the date of death or Disability or determination of the Eligible PUs based on the performance criteria set forth above and CMDC approval, even if such determination occurs following the date of death or Disability; and

(2) any portion of the Award held by the Participant immediately prior to the Participant's Retirement, to the extent not vested previously, will become fully vested upon the later of the date of Retirement or determination of the Eligible PUs based on the performance criteria set forth above and CMDC approval for fifty percent (50%) of the number of Eligible PUs covered by such unvested portion and for an additional ten percent (10%) of the number of Eligible PUs covered by such unvested portion for every full year of employment by the Company and its Affiliates beyond ten (10) years, up to the remaining amount of the unvested Eligible PUs of the Award. For the avoidance of doubt, Retirement means the Participant's termination from the Company and its Affiliates after reaching age 55 with ten (10) full years of service with the Company or its Affiliates, but not including any termination For Cause or any termination for insufficient performance, as determined by the Company and its Affiliates.

D. Notwithstanding anything herein to the contrary, any portion of the Award held by a Participant or a Participant's permitted transferee immediately prior to the cessation of the Participant's employment For Cause shall terminate at the commencement of business on the date of such termination.

3. Delivery of Award

A. With respect to a Participant who is not eligible for Retirement, within 30 days following the date on which Eligible PUs becomes vested, with respect to, and in satisfaction of, such vested PUs (determined in accordance with Section 2 of this Agreement and Section 10 of the Plan), the Company shall pay or deliver, as applicable, to the Participant, subject to applicable withholding as discussed in Section 7 of this Agreement, either cash or shares of Common Stock, at the sole discretion of the Committee. For purposes of this Agreement, if the vested Eligible PUs are to be paid in cash, the amount to be paid in settlement of the vested Eligible PUs shall be equal to the average closing price of the Common Stock for the 30-day calendar period prior to and including the applicable vesting date multiplied by the number of Eligible PUs that vest on such date (with respect to each vesting date, such amount is referred to as the "Cash Settlement Amount"); if, however, the vested Eligible PUs are to be settled in shares of Common Stock, a value of equivalent worth will be delivered in the form of shares of Common Stock, rounded down to the nearest whole share (the "Settlement Shares").

B. With respect to a Participant who is or becomes eligible for Retirement at any time during the Vesting Period, with respect to, and in satisfaction of, each vested PU (determined in accordance with Section 2 of this Agreement and Section 10 of the Plan), the Company shall pay or deliver, as applicable, to the Participant, subject to applicable withholding as discussed in Section 7 of this Agreement, either the Cash Settlement Amount or the Settlement Shares, at the sole discretion of the Committee, within 30 days of the earliest of (i) the date the Eligible PU otherwise would have vested under Section 2.B. of this Agreement, (ii) the date on which the Participant experiences a separation from service (within the meaning of Section 409A), subject to Section 3.C. of this Agreement or (iii) the date on which a Covered Transaction that satisfies the definition of a "change in control event" under Section 409A occurs.

C. If you are a "specified employee" (as defined in Section 409A), you will be paid on the earlier of (i) the date which is six (6) months after you separate from service (within the meaning of Section 409A) or (ii) your date of death or Disability. The preceding sentence will not apply to any payments that are exempt from or are not subject to the requirements of Section 409A. For avoidance of doubt, if payments would be made under Section 3.B.(i) or Section 3.B. (iii) before the six month payment date on account of other than your separation from service, such payment will be made under Section 3.B.(i) or Section 3.B.(iii) as applicable.

4. Cancellation and Rescission of Awards

The Committee may cancel, rescind, withhold or otherwise limit or restrict the Award prior to payment at any time if the Participant is not in compliance with all applicable provisions of this Agreement and the Plan, or if the Participant engages in any Detrimental Activity.

5. No Voting, Dividend or Other Rights as a Stockholder

The Participant shall not have any rights as a stockholder with respect to any shares of Common Stock to be issued under the Award until he or she becomes the holder of such shares. Accordingly, the Award shall not be interpreted to bestow upon the Participant any equity interest or ownership in the Company or any Affiliate prior to the date on which the Company delivers to the Participant shares of Common Stock. Furthermore, the Participant is not entitled to vote any Common Stock or to receive or be credited with any dividends declared and payable on any share of Common Stock by reason of the granting of the Award prior to the date on which the Company delivers to the Participant shares of Common Stock. For the avoidance of doubt, the Participant shall never have any rights as a stockholder with respect to any shares of Common Stock that are used to calculate the Cash Settlement Amount to be delivered to the Participant in satisfaction of any vested PUs or with respect to any other aspect of the Award, to the extent it is settled in cash.

6. Unfunded Status

The obligations of the Company and its Affiliates hereunder shall be contractual only. The Participant shall rely solely on the unsecured promise of the Company and nothing herein shall be construed to give the Participant or any other person or persons any right, title, interest or claim in or to any specific asset, fund, reserve, account or property of any kind whatsoever owned by the Company or any Affiliate.

7. Withholding

Awards will be subject to income tax withholding and reporting as required under local law. If statutory withholding of taxes and/or social insurance is required at the time of vesting, the Company will withhold from delivery to the Participant an amount of cash or stock, as applicable, equal to the amount so required to be withheld.

In certain cases, local law may require that an award be subject to tax earlier than the date of payment. If that occurs, the Company will notify the Participant and will deduct the required tax amount from the Participant's pay in accordance with applicable law.

8. Provisions of the Plan

The Award is subject to the provisions of the Plan, which are incorporated herein by reference, and in the event of any inconsistency or conflict between the provisions of this Agreement and the Plan, the provisions of the Plan shall control. A copy of the Plan as in effect on the Grant Date has been made available to the Participant.

9. No Right to Employment

The grant of the Award shall not constitute a contract of employment or confer upon the Participant any right with respect to the continuance of his/her employment by or other service with the Company or any Affiliate, nor shall it or they be construed as affecting the rights of the Company (or Affiliate) to terminate the service of the Participant at any time or otherwise change the terms of such service, including, without limitation, the right to promote, demote or otherwise re-assign the Participant from one position to another within the Company or any Affiliate.

10. Governing Law

The provisions of the Award shall be governed by and interpreted in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officer.

Biogen Idec Inc.

By Kenneth DiPietro
EVP, Human Resources

MARKET STOCK UNIT AWARD AGREEMENT

GRANTED UNDER

BIOGEN IDEC INC. 2008 OMNIBUS EQUITY PLAN

1. Grant of Market Stock Units

Pursuant to the Biogen Idec Inc. 2008 Omnibus Equity Plan, as amended from time to time (the "Plan"), Biogen Idec Inc. (the “Company”) hereby grants to you, an employee of the Company or its Affiliates (the “Participant”) on each of the grant dates specified on your Fidelity stock plan account (the “Grant Date”) to you, the number of market stock units (the "Granted MSUs" or the "Award") specified on your Fidelity stock plan account, subject to the terms and conditions of this award agreement (“Agreement”) and the Plan. No MSU shall be paid unless vested in accordance with this Agreement. The Participant’s rights to the MSUs granted pursuant to this Agreement are subject to the restrictions described in this Agreement and the Plan, in addition to such other restrictions, if any, as may be imposed by law. All initially capitalized terms used will have the meaning specified in the Plan, unless another meaning is specified in this Agreement.

2. Vesting

A. The Participant shall have a nonforfeitable right to a portion of the Award (such portion, the vested portion) only upon the dates posted on your Fidelity stock plan account, except as otherwise provided herein or determined by the Committee in its sole discretion. No portion of any Award shall become eligible to vest on the vesting date unless the Participant is then, and since the Grant Date has continuously been, employed by the Company or any Affiliate. If the Participant ceases to be employed by the Company and its Affiliates for any reason, any then-outstanding and unvested portion of the Award shall be automatically and immediately forfeited and terminated, except as otherwise provided in this Agreement and the Plan.

B. (i) MSUs granted in 2013 or prior will become eligible to vest in four equal installments on each of the first, second, third and fourth anniversaries of the Grant Date (each a “Vesting Date”) (the "Vesting Period"). MSUs granted in 2014 or thereafter will become eligible to vest in three equal installments on each of the first, second and third anniversaries of the Grant Date.

(ii) On each Vesting Date, the number of MSUs that become eligible to vest on such Vesting Date will vest based upon the change in the Biogen Idec share price between the Vesting Date and the Grant Date. The calculation of the number of MSUs that will vest is specified in the Long-Term Incentive Program Overview for Executives for the year in which the MSUs were granted (“LTI Overview”) which is also found on your Fidelity stock plan account. In the event and to the extent that a number of the MSUs then eligible to vest do not vest on the applicable Vesting Date in accordance with this Agreement and the LTI Overview, such MSUs shall be immediately forfeited. In the event that the threshold is not met based on the calculation described in the LTI Overview, any MSUs then eligible to vest shall not vest and shall be immediately forfeited. In the event and to the extent that the target is exceeded based on the calculation described in the LTI Overview, an additional number of MSUs will vest. In no event shall the number of MSUs that vest on the applicable Vesting Date exceed 150%, if granted in 2013 or prior, or 200% ,if granted in 2014 or thereafter, of the MSUs that became eligible to vest on such Vesting Date.

C. Except as otherwise provided in the Plan, upon termination of the Participant's employment with the Company and its Affiliates for any reason, any portion of the Award that is not then vested will immediately terminate, except as follows:

(1) any portion of the Award held by the Participant immediately prior to the Participant's termination of employment on account of death or Disability will, to the extent not vested previously, become eligible to vest as of the date of such termination of employment, and such MSUs then eligible to vest will vest in accordance with Section 2.B.(ii) with the date of the termination of employment serving as the applicable Vesting Date; and

(2) any portion of the Award held by the Participant immediately prior to the Participant's Retirement, to the extent not vested previously, will remain outstanding and will become eligible to vest over the remainder of the Vesting Period as set forth in Section 2.B.(i) without regard to the service requirement specified in Section 2.A., for fifty percent (50%) of the number of MSUs covered by such unvested portion and for an additional ten percent (10%) of the number of MSUs covered by such unvested portion for every full year of employment by the Company and its Affiliates beyond ten (10) years, up to the remaining amount of the unvested MSUs, and such MSUs that become eligible to vest will vest in accordance with Section 2.B.(ii). For the avoidance of doubt, Retirement means the Participant’s termination from the Company and its Affiliates after reaching age 55 with ten (10) full years of service with the Company or its Affiliates, but not including any termination For Cause or any termination for insufficient performance, as determined by the Company and its Affiliates.

D. Notwithstanding anything herein to the contrary, any portion of the Award held by a Participant or a Participant's permitted transferee immediately prior to the cessation of the Participant's employment For Cause shall terminate at the commencement of business on the date of such termination.

3. Delivery of Award

A. With respect to a Participant who is not eligible for Retirement, within 30 days following the date on which an MSU becomes vested, the Company shall issue to the Participant, subject to applicable withholding as discussed in Section 7 of this Agreement, one share of common stock of the Company ("Common Stock") in satisfaction of each vested MSU.

B. With respect to a Participant who is or becomes eligible for Retirement at any time during the Vesting Period, the Company shall issue to the Participant, subject to applicable withholding as described in Section 7 of this Agreement, one share of Common Stock for each vested MSU (determined in accordance with Section 2 of this Agreement and Section 10 of the Plan) within 30 days of the earliest of (i) the date the MSU otherwise would have vested under Sections 2.B. and 2.C. of this Agreement or (ii) the date on which a Covered Transaction that satisfies the definition of a "change in control event" under Section 409A occurs.

C. If you are a "specified employee" (as defined in Section 409A), you will be paid on the earlier of (i) the date which is six (6) months after you separate from service (within the meaning of Section 409A) or (ii) your date of death or Disability. The preceding sentence will not apply to any payments that are exempt from or are not subject to the requirements of Section 409A. For avoidance of doubt, if payments would be made under Section 3.B.(i) or Section 3.B.(ii) before the six month payment date on account of other than your separation from service, such payment will be made under Section 3.B.(i) or Section 3.B.(ii) as applicable.

4. Cancellation and Rescission of Awards

The Committee may cancel, rescind, withhold or otherwise limit or restrict the Award prior to payment at any time if the Participant is not in compliance with all applicable provisions of this Agreement and the Plan, or if the Participant engages in any Detrimental Activity.

5. No Voting, Dividend or Other Rights as a Stockholder

The Participant shall not have any rights as a stockholder with respect to any shares of Common Stock to be issued under the Award until he or she becomes the holder of such shares. Accordingly, the Award shall not be interpreted to bestow upon the Participant any equity interest or ownership in the Company or any Affiliate prior to the date on which the Company delivers to the Participant shares of Common Stock. Furthermore, the Participant is not entitled to vote any Common Stock by reason of the granting of the Award or to receive or be credited with any dividends declared and payable on any share of Common Stock underlying the Award prior to the payment date with respect to such share.

6. Unfunded Status

The obligations of the Company and its Affiliates hereunder shall be contractual only. The Participant shall rely solely on the unsecured promise of the Company and nothing herein shall be construed to give the Participant or any other person or persons any right, title, interest or claim in or to any specific asset, fund, reserve, account or property of any kind whatsoever owned by the Company or any Affiliate.

7. Withholding

Awards will be subject to income tax withholding and reporting as required under local law. If statutory withholding of taxes and/or social insurance is required at the time of vesting, the Company will withhold from delivery to the Participant a number of shares of Common Stock equal in value to the statutory minimum amount required to be withheld. A similar amount of cash will be paid by the Company on behalf of the employee to the applicable tax authorities. The number of shares to be withheld will be calculated using the closing sales price of a share of Common Stock on the Vesting Date. Shares (net of the number withheld for the payment of withholding taxes, if applicable) will be delivered to the Participant’s stock plan account upon vesting in accordance with the Plan. The Company may, in its discretion, permit Participants to make alternative arrangements for payment of any such taxes and/or social insurance.

In certain cases, local law may require that an award be subject to tax earlier than the date of payment. If that occurs, the Company will notify the Participant and will deduct the required tax amount from the Participant's pay in accordance with applicable law.

8. Provisions of the Plan

The Award is subject to the provisions of the Plan, which are incorporated herein by reference, and in the event of any inconsistency or conflict between the provisions of this Agreement and the Plan, the provisions of the Plan shall control. A copy of the Plan as in effect on the Grant Date has been made available to the Participant.

9. No Right to Employment

The grant of the Award shall not constitute a contract of employment or confer upon the Participant any right with respect to the continuance of his/her employment by or other service with the Company or any Affiliate, nor shall it or they be construed as affecting the rights of the Company (or Affiliate) to terminate the service of the Participant at any time or otherwise change the terms of such service, including, without limitation, the right to promote, demote or otherwise re-assign the Participant from one position to another within the Company or any Affiliate.

10. Governing Law

The provisions of the Award shall be governed by and interpreted in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this instrument to be executed by its duly authorized officer.

Biogen Idec Inc.

By Kenneth DiPietro

EVP, Human Resources

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George A. Scangos, certify that:

1. I have reviewed this quarterly report of Biogen Idec Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 23, 2014

/s/ George A. Scangos

George A. Scangos

Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul J. Clancy, certify that:

1. I have reviewed this quarterly report of Biogen Idec Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 23, 2014

/s/ Paul J. Clancy

Paul J. Clancy
Executive Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Biogen Idec Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 23, 2014

/s/ George A. Scangos

George A. Scangos
Chief Executive Officer
[principal executive officer]

Dated: April 23, 2014

/s/ Paul J. Clancy

Paul J. Clancy
Executive Vice President and
Chief Financial Officer
[principal financial officer]

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.