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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**



BIOGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0112644
(I.R.S. Employer
Identification No.)

225 Binney Street, Cambridge, Massachusetts 02142
(Address of principal executive offices, including zip code)

**Biogen Inc. 2024 Omnibus Equity Plan
Biogen Inc. 2024 Employee Stock Purchase Plan**
(Full titles of the plans)

Susan H. Alexander, Esq.
Executive Vice President, Chief Legal Officer
Biogen Inc.
225 Binney Street, Cambridge, Massachusetts 02142
(617) 679-2000
(Name, address and telephone number, including area code, of agent for service)

Copies to:

**Jonathan J. Katz
Michael L. Arnold
Ryan J. Patrone
Cravath, Swaine & Moore LLP
Two Manhattan West
375 9th Avenue
New York, New York 10001
(212) 474-1000**

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The documents containing the information required by Part I of this Registration Statement on Form S-8 of Biogen Inc. ("Biogen" or "Registrant"), Commission File Number 000-19311, will be sent or given to employees as specified by Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents need not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in the Section 10(a) prospectus), any other document required to be delivered to participants pursuant to Rule 428(b) under the Securities Act or additional information about any of the plans covered by this Registration Statement is available without charge by contacting:

Wendell Taylor
Chief Corporation Counsel and Secretary
Biogen Inc.
225 Binney Street, Cambridge, Massachusetts 02142
(617) 679-2000

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Biogen hereby incorporates the following documents filed with the Commission herein by reference:

- (a) Biogen's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed on February 14, 2024;
- (b) Biogen's Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2024, filed on April 24, 2024; and
- (c) The description of Biogen's common stock contained in the Registration Statement on [Form 8-B](#) filed on June 2, 1997, including any amendment or report updating such description of the common stock.

All documents subsequently filed by Biogen pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents (except that any documents or portions thereof that are furnished and not filed shall be deemed not incorporated). Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Article X of the Registrant's Amended and Restated Certificate of Incorporation, as amended, provides for the elimination of personal monetary liabilities of directors and officers of Biogen for any breach of their fiduciary duties to the full extent permitted by the General Corporation Law of Delaware (the "GCL"). Section 102(b)(7) of the GCL enables a corporation in its certificate of incorporation to eliminate or limit the personal liability of members of its board of directors or officers to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided that the corporation shall not eliminate or limit the liability of: (i) a director or officer breaching his or her duty of loyalty to the corporation or its stockholders; (ii) a director or officer failing to act in good faith, engaging in intentional misconduct or knowingly violating the law; (iii) a director paying an unlawful dividend or approving an unlawful stock purchase or redemption; (iv) a director or officer obtaining an improper personal benefit; or (v) an officer in any action by or in the right of the corporation.

Section 145 of the GCL provides that a corporation may indemnify directors and officers as well as other employees and agents against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation - a "derivative action"), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. Indemnification provided pursuant to Section 145 of the GCL is not exclusive of any other rights to which those seeking indemnification may be entitled to under any bylaw, agreement, disinterested director vote, stockholder vote or otherwise.

The Registrant's Fifth Amended and Restated Bylaws provide that Biogen shall provide, to the fullest extent authorized by the GCL, indemnification against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by its directors, officers, or any other person who is or was serving at the request of Biogen as a director, officer, employee or agent of another related entity and shall advance expenses to such persons, in respect of any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was serving in such capacity.

In addition, Biogen maintains directors' and officers' liability insurance which insures against certain liabilities that directors or officers of Biogen may incur in such capacities.

Biogen also has in place agreements with certain of its officers and directors which affirm Biogen's obligation to indemnify them to the fullest extent permitted by law and contain various procedural and other provisions which expand the protection afforded by Biogen's Bylaws.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits listed on the Exhibit Index immediately preceding such exhibits are filed as part of this Registration Statement.

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Filing Fee Table" in the effective registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on June 20, 2024.

BIOGEN INC.

By: /s/ Christopher A. Viehbacher
Christopher A. Viehbacher
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 20, 2024.

Further, we, the undersigned officers and directors of the Registrant hereby severally constitute and appoint Christopher A. Viehbacher, Michael R. McDonnell and Susan H. Alexander and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities as indicated, any and all amendments or supplements to this Registration Statement on Form S-8 of the Registrant, including post-effective amendments to the Registration Statement, and generally to do all such things in connection therewith in our name and on our behalf in our capacities as indicated to enable the Registrant to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys or any of them, to any and all amendments.

Name	Capacity
<u>/s/ Christopher A. Viehbacher</u> Christopher A. Viehbacher	Director, President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Michael R. McDonnell</u> Michael R. McDonnell	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Robin C. Kramer</u> Robin C. Kramer	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Caroline D. Dorsa</u> Caroline D. Dorsa	Director and Chair of the Board of Directors
<u>/s/ Maria C. Freire</u> Maria C. Freire	Director
<u>/s/ William A. Hawkins</u> William A. Hawkins	Director
<u>/s/ Susan K. Langer</u> Susan K. Langer	Director
<u>/s/ Jesus B. Mantas</u> Jesus B. Mantas	Director
<u>/s/ Monish Patolawala</u> Monish Patolawala	Director
<u>/s/ Eric K. Rowinsky</u> Eric K. Rowinsky	Director
<u>/s/ Stephen A. Sherwin</u> Stephen A. Sherwin	Director

EXHIBIT INDEX

Exhibit Number*	Description
4.1	<u>Amended and Restated Certificate of Incorporation, as amended. Incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012.</u>
4.2	<u>Certificate of Amendment to the Certificate of Incorporation. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 27, 2015.</u>
4.3	<u>Certificate of Amendment of Biogen Inc.'s Amended and Restated Certificate of Incorporation, as amended. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 8, 2021.</u>
4.4+	<u>Certificate of Amendment of Biogen Inc.'s Amended and Restated Certificate of Incorporation, as amended.</u>
4.5	<u>Fifth Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on December 12, 2023.</u>
5.1+	<u>Opinion of Cravath, Swaine & Moore LLP.</u>
23.1+	<u>Consent of PricewaterhouseCoopers LLP, an independent registered public accounting firm.</u>
23.2+	<u>Consent of Cravath, Swaine & Moore LLP (included in its opinion in Exhibit 5.1).</u>
24.1+	<u>Power of Attorney (contained in Part II hereof under Signatures and Power of Attorney).</u>
99.1	<u>Biogen Inc. 2024 Omnibus Equity Plan. Incorporated by reference to Appendix C to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 26, 2024.</u>
99.2	<u>Biogen Inc. 2024 Employee Stock Purchase Plan. Incorporated by reference to Appendix D to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 26, 2024.</u>
107+	<u>Filing Fee Table.</u>

* Unless otherwise indicated, exhibits were previously filed with the Securities and Exchange Commission under Commission File Number 000-19311 and are incorporated herein by reference.

+ Filed herewith.

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION OF
BIOGEN INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Biogen Inc. (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

FIRST: That resolutions were duly adopted setting forth a proposed amendment to Article X of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that the proposed amendment be considered at the next annual meeting of the stockholders. As amended pursuant to such resolutions, Article X of the Certificate of Incorporation shall be as follows:

ARTICLE X

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions by a director or officer not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for a director, under Section 174 of the Delaware General Corporation Law, (iv) for any transaction from which the director or officer derived an improper personal benefit, or (v) for any action by an officer by or in right of the Corporation. If the Delaware General Corporation Law is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

SECOND: The foregoing amendment was duly adopted in accordance with Section 242 of the DGCL.

THIRD: The effective date of the amendment shall be June 20, 2024.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed in its name this 20th day of June, 2024.

BIOGEN INC.

By: /s/ Wendell Taylor

Name: Wendell Taylor

Title: Corporate Secretary



June 20, 2024

Biogen Inc.Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Biogen Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the 11,877,397 shares of the Company's common stock, par value \$0.0005 per share (the "Shares"), issuable pursuant to the Company's (a) 2024 Omnibus Equity Plan (the "2024 Plan") and (b) 2024 Employee Share Purchase Plan (together with the 2024 Plan, the "Plans").

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including, without limitation: (a) the Amended and Restated Certificate of Incorporation of the Company, as amended; (b) the Amended and Restated Bylaws of the Company; (c) certain resolutions adopted by the Board of Directors of the Company and (d) the Plans.

In rendering our opinion, we have assumed, with your consent and without independent investigation or verification, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as duplicates or copies. We have relied, with respect to factual matters, upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing and in reliance thereon, and subject to compliance with applicable state securities laws, we are of the opinion that the Shares when, and if, issued pursuant to the terms of the Plans will be validly issued, fully paid and non-assessable.

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CRAVATH, SWAINE & MOORE LLP

We are admitted to practice in the State of New York, and we express no opinion as to matters governed by any laws other than the General Corporation Law of the State of Delaware and the Federal laws of the United States of America.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

Biogen Inc.

225 Binney Street

Cambridge, Massachusetts 02142

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Biogen, Inc. of our report dated February 13, 2024 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Biogen Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
June 20, 2024

Filing Fee Table

Form S-8
(Form Type)**Biogen Inc.**
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.0005 per share, reserved for issuance pursuant to the 2024 Omnibus Equity Plan	Other ⁽²⁾	9,377,397 ⁽⁴⁾	\$225.50	\$2,114,603,023.50	0.00014760	\$312,115.41
Equity	Common stock, par value \$0.0005 per share, reserved for issuance pursuant to the 2024 Employee Share Purchase Plan	Other ⁽³⁾	2,500,000 ⁽⁵⁾	\$225.50	\$563,750,000.00	0.00014760	\$83,209.50
Total Offering Amounts					\$2,678,353,023.50		\$395,324.91
Total Fee Offsets							—
Net Fee Due							\$395,324.91

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (this "Registration Statement") covers any additional shares of common stock, par value \$0.0005 per share (the "common stock"), of Biogen Inc. that become issuable under the Biogen Inc. 2024 Omnibus Equity Plan (the "2024 Plan") and the Biogen Inc. 2024 Employee Stock Purchase Plan (the "2024 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of common stock. The number of shares of common stock available for issuance under the 2024 Plan will be increased by any shares of common stock subject to awards outstanding under the Biogen Inc. 2017 Omnibus Equity Plan (the "2017 Plan") (including shares available under such plan by reason of a predecessor plan) that expire or otherwise terminate without having been exercised or issued in full, are tendered to or withheld by the Registrant for payment of an exercise price or for satisfying tax withholding obligations, or are forfeited to or repurchased by the Registrant due to failure to vest, in each case, following the effective date of the 2024 Plan.
- (2) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$225.50 per share, which is the average of the high (\$227.97) and low (\$223.02) price per share of the common stock, as reported on the NASDAQ, on June 18, 2024 (which is within five business days prior to the date of filing of this Registration Statement).
- (3) Estimated in accordance with Rule 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$225.50 per share, which as noted above is the average of the high and low price per share of the common stock, as reported on the NASDAQ, on June 18, 2024 (which is within five business days prior to the date of filing of this Registration Statement). Pursuant to the 2024 ESPP, the purchase price per share of common stock reserved for issuance thereunder will be 85% of the lower of (i) the fair market value per share of common stock on the first date of an offering or (ii) the fair market value per share of common stock on the date of purchase.

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- (4) Represents (i) shares of common stock reserved for issuance pursuant to stock options, restricted stock units and other awards under the 2024 Plan and (ii) shares of common stock previously reserved for issuance under the 2017 Plan but not granted thereunder as of the date of this Registration Statement (including shares available under such plan by reason of a predecessor plan). No further grants will be made pursuant to the 2017 Plan. Any equity awards outstanding under the 2017 Plan will remain in effect pursuant to their terms. Any equity awards outstanding under the 2017 Plan (including shares available under such plan by reason of a predecessor plan) that, on or after the effective date of the 2024 Plan, expire or otherwise terminate without having been exercised or issued in full, are tendered to or withheld by the Registrant for payment of an exercise price or for satisfying tax withholding obligations, or are forfeited to or repurchased by the Registrant due to failure to vest, in each case, following the effective date of the 2024 Plan, will become available for issuance as shares of common stock under the 2024 Plan. See note 1 above.
- (5) Represents shares of common stock reserved for issuance pursuant to the 2024 ESPP.