

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

Amendment No. 5
to

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934

Facet Biotech Corporation

(Name of Subject Company)

FBC Acquisition Corp.

Biogen Idec Inc.

(Names of Filing Persons—Offerors)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

30303Q103

(Cusip Number of Class of Securities)

Susan H. Alexander, Esq.
Executive Vice President, General Counsel and Secretary
Biogen Idec Inc.

14 Cambridge Center
Cambridge, Massachusetts 02142

Telephone: (617) 679-2000

*(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)*

Copies to:

Patricia A. Vlahakis, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
\$449,901,200.00	\$25,104.49

* Estimated for purposes of calculating the amount of the filing fee only. The amount of the filing fee is calculated by multiplying the total transaction value by 0.00005580. The transaction value was calculated by adding the sum of (i) 25,067,740 shares of common stock, par value \$0.01 (“Common Stock”), of Facet Biotech Corporation (the “Company”)

reported by the Company to be outstanding as of October 27, 2009, less 100 shares of Common Stock owned by Biogen Idec Inc., and multiplied by \$17.50 (the increased offer price per share), and (ii) 641,000 shares that may be subject to issuance pursuant to the exercise of stock options reported by the Company to be exercisable as of September 30, 2009, multiplied by \$17.50 (the increased offer price per share).

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$25,104.49.

Filing Party: Biogen Idec Inc./FBC Acquisition Corp.

Form or Registration No.: Schedule TO.

Date Filed: Sept. 21, 2009 and December 3, 2009.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the appropriate boxes below to designate any transactions to which the statement relates:

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third Party Tender Offer)
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This Amendment No. 5 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") initially filed with the Securities and Exchange Commission on September 21, 2009 by Biogen Idec Inc. ("Biogen Idec") and FBC Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Biogen Idec, and amended by Amendment No. 1 filed on September 22, 2009, Amendment No. 2 filed on October 7, 2009, Amendment No. 3 filed on October 16, 2009 and Amendment No. 4 filed on December 3, 2009.

The Schedule TO relates to a tender offer by FBC Acquisition Corp. to purchase all outstanding shares of common stock, par value \$0.01 per share (the "Common Stock"), of Facet Biotech Corporation, a Delaware corporation (the "Company"), including the associated preferred stock purchase rights issued under the Rights Agreement, dated as of September 7, 2009, between the Company and Mellon Investor Services LLC, as Rights Agent (the "Rights" and, together with the Common Stock, the "Shares"), for a purchase price of \$17.50 per Share, net to the seller in cash, without interest thereon (and less any applicable withholding taxes), upon the terms and subject to the conditions set forth in the offer to purchase dated September 21, 2009 (the "Offer to Purchase") and in the related letter of transmittal filed as exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO, as amended.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit thereto:

(a)(5)(6) Press release issued by Biogen Idec Inc. on December 11, 2009.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2009

BIOGEN IDEC INC.

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

FBC ACQUISITION CORP.

By: /s/ Robert A. Licht
Name: Robert A. Licht
Title: Vice President and Assistant Secretary

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase dated September 21, 2009.*
- (a)(1)(B) Letter of Transmittal.*
- (a)(1)(C) Notice of Guaranteed Delivery.*
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(F) IRS Form W-9 (Request for Taxpayer Identification Number and Certification), including instructions for completing the form.*
- (a)(5)(1) Summary Advertisement, published September 21, 2009.*
- (a)(5)(2) Press Release issued by Biogen Idec Inc. on September 21, 2009.*
- (a)(5)(3) Presentation regarding proposed Biogen Idec Inc. Acquisition of Facet Biotech Corporation, dated September 2009.**
- (a)(5)(4) Press release issued by Biogen Idec Inc. on October 16, 2009.***
- (a)(5)(5) Press release issued by Biogen Idec Inc. on December 3, 2009.****
- (a)(5)(6) Press release issued by Biogen Idec Inc. on December 11, 2009.
- (b) None.
- (d) None.
- (g) None.
- (h) None.

* Previously filed under cover of Schedule TO on September 21, 2009.

** Previously filed under cover of Schedule TO on September 22, 2009.

*** Previously filed under cover of Schedule TO on October 16, 2009.

**** Previously filed under cover of Schedule TO on December 3, 2009.



Biogen Idec Media:

Amy Reilly, 617-914-6524
Associate Director, Public Affairs

Biogen Idec Investor Relations:

Eric Hoffman, 617-679-2812
Director, Investor Relations

**BIOGEN IDEC STANDS READY TO CLOSE ITS \$17.50 PER SHARE ALL-CASH
TENDER OFFER FOR FACET BIOTECH**

Biogen Idec Reminds Stockholders to Tender Their Shares by December 16, 2009

Cambridge, MA, December 11, 2009 – Biogen Idec Inc.(NASDAQ:BIIB) today reiterated that its all-cash \$17.50 per share tender offer for Facet Biotech Corporation (NASDAQ:FACT) represents its best-and-final offer. Biogen Idec believes its offer fairly values Facet.

Biogen Idec noted that the only conditions that remain to be satisfied, based on the facts known by it today, are: (1) that a majority of the shares be tendered and (2) that the Facet Board redeems the share purchase rights and approve the offer for purposes of the Delaware takeover statute.

Biogen Idec reminds Facet stockholders to tender their shares before the offer's scheduled expiration date – midnight, Wednesday, December 16, 2009. Unless Facet stockholders tender a majority of the outstanding shares by the expiration date, Biogen Idec will allow its tender offer to expire.

The complete terms and conditions of the tender offer are described in the Offer to Purchase and related Letter of Transmittal that Biogen Idec has filed with the U.S. Securities and Exchange Commission (SEC). Facet Biotech stockholders may obtain copies of these documents free of charge at the SEC's website (www.sec.gov) or by directing a request to Innisfree M&A Incorporated, the Information Agent for the offer at (877) 800-5186.

About Biogen Idec

Biogen Idec creates new standards of care in therapeutic areas with high unmet medical needs. Founded in 1978, Biogen Idec is a global leader in the discovery, development, manufacturing, and commercialization of innovative therapies.

Patients in more than 90 countries benefit from Biogen Idec's significant products that address diseases such as lymphoma, multiple sclerosis, and rheumatoid arthritis. For product labeling, press releases and additional information about the company, please visit www.biogenidec.com.

Statement on Cautionary Factors

This announcement is neither an offer to purchase nor a solicitation of an offer to sell securities of Facet Biotech. The offer to purchase or solicitation of offers to sell is being made pursuant to a Tender Offer Statement on Schedule TO (including the Offer to Purchase, Letter of Transmittal and other related offer documents) filed by Biogen Idec and FBC Acquisition Corp. with the SEC on September 21, 2009. Before making any decision with respect to the tender offer, stockholders are advised to read these documents, as they may be amended or supplemented from time to time, and any other documents relating to the tender offer that are filed with the SEC carefully and in their entirety because they contain important information, including the terms and conditions of the offer. These documents may be obtained free of charge at the SEC Web site (www.sec.gov) or by directing a request to Innisfree M &A Incorporated, the Information Agent for the offer at (877) 800-5186.

No assurance can be given that the proposed transaction described in this press release will be successfully completed, or completed on the terms proposed or any particular schedule, or that we will realize the anticipated benefits of any proposed transaction.

Any statements made in this press release that are not statements of historical fact, including statements about our beliefs and expectations, including the proposed acquisition of Facet, are forward-looking statements within the meaning of the federal securities laws and should be evaluated as such. Forward-looking statements include statements that may relate to our plans, objectives, strategies, goals, future events, future revenues or performance, and other information that is not historical information. These forward-looking statements may be identified by words such as "anticipate," "expect," "suggest," "plan," "believe," "intend," "estimate," "target," "project," "could," "should," "may," "will," "would," "continue," "forecast," and other similar expressions.

Although we believe that these forward-looking statements and projections are based on reasonable assumptions at the time they are made, you should be aware that many factors could cause actual results or events to differ materially from those expressed in the forward-looking statements and projections. Factors that may materially affect such forward-looking statements include: our ability to successfully complete any proposed transaction or realize the anticipated benefits of a transaction; and other factors described generally in Biogen Idec's periodic reports filed with the Commission. Forward-looking statements, like all statements in this press release, speak only as of the date of this press release (unless another date is indicated). Unless required by law, we do not undertake any obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

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