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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 7, 2012**

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**Biogen Idec Inc.**

(Exact name of registrant as specified in its charter)

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

**0-19311**  
(Commission  
file number)

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

**133 Boston Post Road, Weston, Massachusetts**  
(Address of principal executive offices)

**02493**  
(Zip Code)

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

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

At the 2012 Annual Meeting of Stockholders of Biogen Idec Inc. (Company) held on June 8, 2012 (Annual Meeting), stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation (Charter Amendment) that designates Delaware as the exclusive forum for resolving derivative actions and certain other disputes. In connection with the Charter Amendment, on June 7, 2012 the Board of Directors repealed Section 8.8 from the Company's Second Amended and Restated Bylaws (Bylaws), which contained a substantially similar provision for designating Delaware as exclusive forum for certain disputes.

At the Annual Meeting, stockholders also approved an amendment to the Company's Bylaws (Bylaw Amendment) that permits holders of at least 25% of the Company's outstanding common stock to call a special meeting of stockholders under certain circumstances.

The foregoing description is qualified in its entirety by reference to the copy of the Charter Amendment and Bylaw Amendment, which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 8, 2012, the Company held its Annual Meeting. The final voting results for this meeting are as follows:

1. Stockholders elected twelve nominees to the Board of Directors to serve for a one-year term extending until the 2013 annual meeting of stockholders and their successors are duly elected and qualified, with the votes cast as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Alexander J. Denner	201,033,244	425,131	545,151	15,373,579
Caroline D. Dorsa	200,156,496	1,296,306	550,724	15,373,579
Nancy L. Leaming	200,143,446	1,304,252	555,828	15,373,579
Richard C. Mulligan	201,062,547	392,293	548,686	15,373,579
Robert W. Pangia	199,899,894	1,550,524	553,108	15,373,579
Stelios Papadopoulos	200,054,330	1,320,288	628,908	15,373,579
Brian S. Posner	200,096,515	1,358,600	548,411	15,373,579
Eric K. Rowinsky	201,031,149	412,941	559,436	15,373,579
George A. Scangos	201,593,891	276,655	132,980	15,373,579
Lynn Schenk	199,893,965	1,564,173	545,388	15,373,579
Stephen A. Sherwin	199,657,836	1,790,994	554,696	15,373,579
William D. Young	199,874,562	1,510,949	618,015	15,373,579

2. Stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012, with the votes cast as follows: 213,321,555 votes for; 3,918,618 votes against; 136,932 abstentions; 0 broker non-votes.

3. Stockholders approved the compensation paid to the Company's named executive officers (in the form of a non-binding, advisory vote), with the votes cast as follows: 198,890,349 votes for; 2,656,886 votes against; 456,291 abstentions; 15,373,579 broker non-votes.
4. Stockholders approved the Charter Amendment, with the votes cast as follows: 134,615,844 votes for; 81,811,670 votes against; 949,591 abstentions; 0 broker non-votes.
5. Stockholders approved the Bylaw Amendment, with the votes cast as follows: 201,254,842 votes for; 544,813 votes against; 203,371 abstentions; 15,373,579 broker non-votes.

**Item 9.01 Financial Statements and Exhibits.**

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

**SIGNATURES**

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

**Biogen Idec Inc.**

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

Date: June 13, 2012

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendment to Amended and Restated Certificate of Incorporation. Filed herewith.
3.2	Amendment to Second Amended and Restated Bylaws. Filed herewith.

**STATE OF DELAWARE**  
**CERTIFICATE OF AMENDMENT**  
**OF CERTIFICATE OF INCORPORATION**  
**OF**  
**BIOGEN IDEC INC.**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Biogen Idec Inc. resolutions were duly adopted setting forth a proposed amendment to 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, the Certificate of Incorporation shall renumber the current Article XII as Article XIII and shall add a new Article XII to read as follows:

*ARTICLE XII*

Unless the Board of Directors or one of its committees otherwise consents to the selection of an alternate forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action brought on behalf of the corporation and (ii) any direct action brought by a stockholder against the corporation or any of its directors or officers alleging a violation of the Delaware General Corporation Law, the corporation's certificate of incorporation or bylaws or breach of fiduciary duties or other violation of Delaware decisional law relating to the internal affairs of the corporation; in each case excluding actions in which the Court of Chancery of the State of Delaware concludes that an indispensable party is not subject to the jurisdiction of the Delaware courts and can be subject to the jurisdiction of another court within the United States.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 13<sup>th</sup> day of June 2012.

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

**BYLAW AMENDMENTS**

Within the Second Amended and Restated Bylaws of Biogen Idec Inc.:

- Section 2.3 has been retitled “Special Meetings Called by Directors or Officers.”
- Section 2.3A, which reads as follows, has been added:

2.3A Special Meetings Called by Stockholders

(a) Special meetings of the stockholders (each a “Stockholder Requested Special Meeting”) shall be called by the Secretary upon the written request of a stockholder (or a group of stockholders formed for the purpose of making such request) who or which (i) has Net Long Beneficial Ownership (as defined below) of 25% or more of the outstanding common stock of the corporation (the “Requisite Percent”) as of the date of submission of the request and (ii) has or have had continuous Net Long Beneficial Ownership of at least the same amount of securities so owned by such stockholder or by each member of such group of stockholders for at least one year as of the date of such request, subject to section 2.3A(b) below. Compliance by the requesting stockholder or group of stockholders with the requirements of this section and related provisions of these bylaws shall be determined in good faith by the Board, which determination shall be conclusive and binding on the corporation and the stockholders.

“Net Long Beneficial Ownership” (and its correlative terms), when used to describe the nature of a stockholder’s ownership of common stock of the corporation, shall mean those shares of common stock of the corporation as to which the stockholder in question possesses (a) the sole power to vote or direct the voting, (b) the sole economic incidents of ownership (including the sole right to profits and the sole risk of loss), and (c) the sole power to dispose of or direct the disposition. The number of shares calculated in accordance with clauses (a), (b) and (c) shall not include any shares (i) sold by such stockholder in any transaction that has not been settled or closed, (ii) borrowed by such stockholder for any purposes or purchased by such stockholder pursuant to an agreement to resell or (iii) subject to any option, warrant, derivative or other agreement or understanding, whether any such arrangement is to be settled with shares of common stock of the corporation or with cash based on the notional amount of shares subject thereto, in any such case which has, or is intended to have, the purpose or effect of (A) reducing in any manner, to any extent or at any time in the future, such stockholder’s rights to vote or direct the voting and full rights to dispose or direct the disposition of any of such shares or (B) offsetting to any degree gain or loss arising from the sole economic ownership of such shares by such stockholder.

(b) A request for a Stockholder Requested Special Meeting must be signed by the Requisite Percent of stockholders (or their duly authorized agents) and be delivered to the Secretary at the principal executive offices of the corporation by registered mail, return receipt requested. Such request shall (i) set forth a statement of the specific purpose or purposes of the meeting and the matters proposed to be acted on at such special meeting, (ii) bear the date of signature of each such stockholder (or duly authorized agent) signing the

request, (iii) set forth (A) the name and address, as they appear in the corporation's stock ledger, of each stockholder signing such request (or on whose behalf the request is signed), (B) the class, if applicable, and the number of shares of common stock of the corporation as to which such stockholder has Net Long Beneficial Ownership, (C) include evidence of the fact and duration of such stockholder's beneficial ownership of such stock consistent with that which is required under Regulation 14A under the 1934 Act and (D) a certification that the stockholder satisfies the Net Long Beneficial Ownership requirement of these bylaws, (iv) set forth all information relating to each such stockholder that must be disclosed in solicitations of proxies for election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case, pursuant to Regulation 14A under the 1934 Act, (v) contain the information required by Section 2.2 of these bylaws and (vi) include an acknowledgment by each stockholder and any duly authorized agent that any disposition of shares of common stock of the corporation as to which such stockholder has Net Long Beneficial Ownership as of the date of delivery of the special meeting request and prior to the record date for the proposed meeting requested by such stockholder shall constitute a revocation of such request with respect to such shares. In addition, the stockholder and any duly authorized agent shall promptly provide any other information reasonably requested by the corporation to allow it to satisfy its obligations under applicable law. Any requesting stockholder may revoke a request for a special meeting at any time by written revocation delivered to the Secretary at the principal executive offices of the corporation. If, following such revocation at any time before the date of the Stockholder Requested Special Meeting, the remaining requests are from stockholders holding in the aggregate less than the Requisite Percent, the Board, in its discretion, may cancel the Stockholder Requested Special Meeting.

(c) Notwithstanding the foregoing, the Secretary shall not be required to call a special meeting of stockholders if (i) the Board has called or calls an annual or special meeting of stockholders to be held not later than sixty (60) days after the date on which a valid request has been delivered to the Secretary (the "Delivery Date"); or (ii) the request (A) is received by the Secretary during the period commencing ninety (90) days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the date of the next annual meeting; (B) contains an identical or substantially similar item (a "Similar Item") to an item that was presented at any meeting of stockholders held within one hundred and twenty (120) days prior to the Delivery Date (and, for purposes of this clause (B) the election of directors shall be deemed a "Similar Item" with respect to all items of business involving the election or removal of directors); (C) relates to an item of business that is not a proper subject for action by the stockholders of the corporation under applicable law; (D) was made in a manner that involved a violation of Regulation 14A under the 1934 Act or other applicable law; or (E) does not comply with the provisions of this Section 2.3A.

(d) Any Stockholder Requested Special Meeting shall be held at such date, time and place within or without the state of Delaware as may be fixed by the Board; provided, however, that the date of any Stockholder Requested Special Meeting shall be not more than sixty (60) days after the record date for such meeting (the "Meeting Record Date"), which shall be fixed in accordance with Section 2.11 of these bylaws and if the Board fails to designate, within ten (10) days after the Delivery Date, the Meeting Record Date, then such



Meeting Record Date shall be twenty (20) days after the Delivery Date; provided further that, if the Board fails to designate, within ten (10) days after the Delivery Date, a date and time for a Stockholder Requested Special Meeting, then such meeting shall be held at 9:00 a.m. local time on the 60th day after the Meeting Record Date (or, if that day shall not be a business day, then on the next preceding business day); and provided further that in the event that the Board fails to designate a place for a Stockholder Requested Special Meeting within ten (10) days after the Delivery Date, then such meeting shall be held at the corporation's principal executive offices. In fixing a date and time for any Stockholder Requested Special Meeting, the Board may consider such factors as it deems relevant within the good faith exercise of business judgment, including, without limitation, the nature of the matters to be considered, the facts and circumstances surrounding any request for meeting and any plan of the Board to call an annual meeting or a special meeting.

(e) Business transacted at any Stockholder Requested Special Meeting shall be limited to the purpose(s) stated in the request; provided, however, that nothing herein shall prohibit the corporation from submitting matters to a vote of the stockholders at any Stockholder Requested Special Meeting.

- Section 8.8, which read as follows, has been repealed:

8.8 Exclusive Jurisdiction

The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (1) any derivative action brought on behalf of the corporation and (2) any direct action brought by a stockholder against the corporation or any of its directors or officers alleging a violation of the Delaware General Corporation Law, the corporation's certificate of incorporation or bylaws or breach of fiduciary duties or other violation of Delaware decisional law relating to the internal affairs of the corporation; in each case excluding actions in which the Court of Chancery of the State of Delaware concludes that an indispensable party is not subject to the jurisdiction of the Delaware courts and can be subject to the jurisdiction of another court within the United States.