

FACET BIOTECH CORP
Form SC TO-T/A
September 22, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 1
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*
\$367,498,019.50

Amount of Filing Fee
\$20,506.39

* 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) 24,559,791
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 July 31,
2009, less 100
shares of
Common Stock
owned by
Biogen Idec
Inc., and
multiplied by
\$14.50 (the
offer price per
share), and
(ii) 785,000
shares that may
be subject to
issuance
pursuant to the
exercise of
stock options
reported by the
Company to be
exercisable as of
June 30, 2009,
multiplied by
\$14.50 (the
offer price per
share).

- b 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: \$20,506.39.

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

Form or Registration No.: Schedule TO.

Date Filed: Sept. 21, 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 following box if the filing is a final amendment reporting the results of the tender offer. ☐

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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Items 1 through 9 and Item 11

Item 12. Exhibits

SIGNATURE

EXHIBIT INDEX

EX-(a)(5)(3) - Presentation regarding proposed Biogen Idec Inc. Acquisition of Facet Biotech Corporation, dated September 2009

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This Amendment No. 1 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.

The Schedule TO, as amended, 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 \$14.50 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.

All capitalized terms used in this Amendment No. 1 without definition have the meanings ascribed to them in the Schedule TO.

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

Items 1 through 9 and Item 11.

The information set forth in Items 1 through 9 and Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

On September 21, 2009, Biogen Idec filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, with respect to the Offer and the Proposed Merger with the Federal Trade Commission and the Antitrust Division of the Department of Justice.

Item 12. Exhibits

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

- (a)(5)(3) Presentation regarding proposed Biogen Idec Inc. Acquisition of Facet Biotech Corporation, dated September 2009.
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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: September 22, 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

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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.
- (b) None.
- (d) None.
- (g) None.
- (h) None.

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