

AMGEN INC
Form 8-K
May 23, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 20, 2011

AMGEN INC.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One Amgen Center Drive

Thousand Oaks, California
(Address of principal executive offices)
805-447-1000

91320-1799
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(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))

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

The Company held its Annual Meeting of Stockholders on May 20, 2011. The final results of the voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Item 1 - Election of Directors

Each of the following 12 nominees for director were elected to serve a one-year term expiring at the Company's 2012 Annual Meeting of Stockholders.

| Name | Votes For | Votes Against | Abstain | Broker Non-Votes |
|---------------------------------------|-------------|---------------|-----------|------------------|
| Dr. David Baltimore | 582,828,712 | 121,546,553 | 3,963,576 | 97,107,133 |
| Mr. Frank J. Biondi, Jr. | 616,742,168 | 86,752,259 | 4,844,414 | 97,107,133 |
| Mr. François de Carbonnel | 581,543,546 | 121,832,088 | 4,963,207 | 97,107,133 |
| Dr. Vance D. Coffman | 582,141,277 | 121,267,372 | 4,930,192 | 97,107,133 |
| Dr. Rebecca M. Henderson | 582,216,541 | 121,241,068 | 4,881,232 | 97,107,133 |
| Mr. Frank C. Herringer | 566,697,965 | 136,724,853 | 4,916,023 | 97,107,133 |
| Dr. Gilbert S. Omenn | 675,969,133 | 28,390,527 | 3,979,181 | 97,107,133 |
| Ms. Judith C. Pelham | 675,256,425 | 28,343,007 | 4,739,409 | 97,107,133 |
| Admiral J. Paul Reason, USN (Retired) | 656,275,294 | 47,900,173 | 4,163,374 | 97,107,133 |
| Mr. Leonard D. Schaeffer | 657,737,153 | 46,437,617 | 4,164,071 | 97,107,133 |
| Mr. Kevin W. Sharer | 657,823,118 | 46,878,730 | 3,636,993 | 97,107,133 |
| Dr. Ronald D. Sugar | 622,544,828 | 81,549,176 | 4,244,837 | 97,107,133 |

Item 2 - Ratification of Selection of Independent Registered Public Accountants

Ernst & Young LLP was ratified as the Company's independent registered public accountants for the fiscal year ending December 31, 2011. No Broker Non-Votes resulted from the vote on this proposal.

| | |
|----------|-------------|
| For: | 793,657,902 |
| Against: | 8,368,199 |
| Abstain: | 3,419,873 |

Item 3 - Advisory Vote on Executive Compensation

The advisory vote on executive compensation was approved.

| | |
|-------------------|-------------|
| For: | 393,700,304 |
| Against: | 309,162,287 |
| Abstain: | 5,476,250 |
| Broker Non-Votes: | 97,107,133 |

Item 4 - Advisory Vote on Frequency of Future Stockholder Advisory Votes on Executive Compensation

One year was selected for the advisory vote on the frequency of future stockholder advisory votes on executive compensation.

| | |
|-------------------|-------------|
| One year: | 629,413,248 |
| Two years: | 3,456,971 |
| Three years: | 71,428,963 |
| Abstain: | 4,039,660 |
| Broker Non-Votes: | 97,107,133 |

Item 5 - Stockholder Proposal

Stockholder Proposal #1

The stockholder proposal relating to shareholder action by written consent was approved.

| | |
|-------------------|-------------|
| For: | 355,515,202 |
| Against: | 345,480,290 |
| Abstain: | 7,343,349 |
| Broker Non-Votes: | 97,107,133 |

The above voting results represent 50.19% approval under the required voting standard (based on votes present or represented by proxy and entitled to vote) or 50.19% approval of the votes cast and 38.10% approval of the outstanding shares.

No other matters were submitted for stockholder action.

A copy of the press release announcing the vote results is furnished as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated May 20, 2011

SIGNATURE

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

AMGEN INC.

Date: May 20, 2011

By: /s/ David J. Scott
Name: David J. Scott
Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit No. | Document Description |
|------------------------|-----------------------------------|
| 99.1 | Press Release, dated May 20, 2011 |