

MEDIMMUNE INC /DE
Form SC 14D9/A
May 29, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 2)

MedImmune, Inc.

(Name of Subject Company)

MedImmune, Inc.

(Name of Persons Filing Statement)

Common Stock, Par Value \$0.01 per share

(including the associated preferred stock purchase rights)

(Title of Class of Securities)

584699102

(CUSIP Number of Class of Securities)

David M. Mott
Chief Executive Officer, President and Vice Chairman of the Board
One MedImmune Way
Gaithersburg, Maryland, 20878
(301) 398-0000

(Name, address and telephone numbers of person authorized to receive notice and communications on behalf of the persons filing statement)

Copies to:

Frederick W. Kanner
Chang-Do Gong
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000

- o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 2 amends and supplements Items 8 and 9 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed on May 3, 2007 (the Schedule 14D-9) with the Securities and Exchange Commission (the SEC) by MedImmune, Inc., a Delaware corporation (MedImmune), as amended by Amendment No. 1 to the Schedule 14D-9 filed with the SEC by MedImmune on May 15, 2007 (Amendment No. 1), relating to the offer by AstraZeneca Biopharmaceuticals Inc., a Delaware corporation and an indirect wholly owned subsidiary of AstraZeneca PLC, a public limited company incorporated under the laws of England and Wales (together, or collectively, AstraZeneca), to purchase all outstanding shares of common stock, par value \$0.01 per share (including the associated preferred stock purchase rights, the Shares), of MedImmune at \$58.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 3, 2007 and in the related Letter of Transmittal.

Except as otherwise indicated, the information set forth in the Schedule 14D-9 remains unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

Item 8. Additional Information

Item 8 is hereby supplemented as follows:

Regulatory Approvals

(a) United States Antitrust Approvals

At 11:59 p.m., New York City time, on Friday, May 25, 2007, the waiting period under the HSR Act applicable to the purchase of Shares pursuant to the Offer expired. Accordingly, the condition to the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied.

(b) Foreign Antitrust Approvals

On May 25, 2007, AstraZeneca received clearance from the Austrian Federal Competition Authority under the Austrian Cartel Act 2005. Accordingly, the condition to the Offer that the acquisition be approved by the relevant governmental authorities of Austria has been satisfied.

Legal Proceedings

As disclosed in Amendment No. 1, plaintiff Chris Larson commenced a purported class action on April 25, 2007 (Chris Larson v. MedImmune, Inc. et. al. (Case No. 281946, Sixth Judicial Court, Montgomery County, MD)) against MedImmune and its directors purporting to assert claims for self-dealing and breach of fiduciary duty.

On May 29, 2007, plaintiff filed with the court an amended class action complaint which is attached hereto as Exhibit (a)(5)(C). In addition to the allegations and requests for relief made in the initial complaint, as summarized above, the amended complaint alleges, among other things, that MedImmune failed to disclose certain information to its shareholders. On May 29, 2007, the plaintiff filed a motion for a temporary restraining order to prevent consummation of the Offer until June 15, 2007.

On May 21, 2007, an alleged shareholder of MedImmune filed a purported class action against MedImmune and its directors in state court in Maryland purporting to assert claims for self-dealing and breach of fiduciary duty, captioned Jamie Suprina v. MedImmune, Inc. et. al. (Case No. 282769V, Sixth Judicial Court, Montgomery County, MD) which is substantially identical to the Larson action, discussed above. The complaint is attached hereto as Exhibit (a)(5)(D).

MedImmune believes that the claims asserted by the plaintiffs are without merit and intends to defend the actions vigorously.

Item 9. Exhibits

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibit thereto:

Exhibit

No.

Description

- | | |
|-----------|--|
| (a)(5)(C) | First Amended Complaint filed by Chris Larson in the Sixth Judicial Court of Maryland on May 29, 2007. |
| (a)(5)(D) | Complaint filed by Jamie Suprina in the Sixth Judicial Court of Maryland on May 21, 2007. |

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SIGNATURE

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.

Dated: May 29, 2007

MedImmune, Inc.

| | |
|--------|---|
| By: | /s/ William C. Bertrand |
| Name: | William C. Bertrand Jr., Esq. |
| Title: | Senior Vice President, General Counsel & Corporate Secretary |