

MEDIMMUNE INC /DE
Form SC TO-T/A
May 15, 2007

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

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

(Amendment No. 2)

MEDIMMUNE, INC.
(Name of Subject Company)

**ASTRAZENECA BIOPHARMACEUTICALS INC.
ASTRAZENECA PLC**
(Names of Filing Persons – Offeror)

**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)

**Graeme Musker
AstraZeneca PLC
15 Stanhope Gate
London, W1K 1LN, England
Telephone: +44 20 7304 5000**

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

**Copies to:
Paul R. Kingsley
Thomas J. Reid
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000**

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.

This Amendment No. 2 (“**Amendment No. 2**”) amends and supplements the Tender Offer Statement on Schedule TO (as previously amended, the “**Schedule TO**”) originally filed on May 3, 2007 by AstraZeneca PLC, a public limited company incorporated under the laws of England and Wales (“**AstraZeneca**”), and AstraZeneca Biopharmaceuticals Inc., a Delaware corporation (“**Purchaser**”) and an indirect wholly owned subsidiary of AstraZeneca, relating to the offer by Purchaser 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, Inc., a Delaware corporation (“**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 (the “**Offer to Purchase**”) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “**Offer**”).

All capitalized terms used in this Amendment No. 2 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:

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

“On April 25, 2007, a purported class action was filed in the Circuit Court for Montgomery County, Maryland against MedImmune and David M. Mott, Wayne T. Hockmeyer, James H. Cavanaugh, Barbara Hackman Franklin, Elizabeth H. S. Wyatt, George M. Milne, Jr. and Robert H. Hotz . The action is brought by an individual stockholder named Chris Larson on his own behalf and on behalf of all MedImmune stockholders, except the defendants and any person, firm, trust, corporation or other entity related to or affiliated with any defendants. The complaint alleges that the defendants breached their fiduciary duties to MedImmune stockholders in connection with the transactions contemplated by the Merger Agreement. The complaint seeks injunctive relief declaring the Merger Agreement unlawful and unenforceable, preventing the consummation of and rescinding, to the extent already implemented, the transactions contemplated by the Merger Agreement, and awarding costs, including attorneys’ and experts’ fees.”

Item 12. Exhibits.

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

“(a)(7) Complaint filed on April 25, 2007 in the Circuit Court for Montgomery County, Maryland.”

SIGNATURES

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

Date: May 15, 2007

ASTRAZENECA BIOPHARMACEUTICALS INC.

By: /s/ Chris R. W. Petty
Name: Chris R. W. Petty
Title: Assistant Secretary and Vice
President

ASTRAZENECA PLC

By: /s/ Shaun F. Grady
Name: Shaun F. Grady
Title: Authorised Signatory

EXHIBIT INDEX

Exhibit No.	Description
(a)(7)	Complaint filed on April 25, 2007 in the Circuit Court for Montgomery County, Maryland