

Edgar Filing: AVIRON - Form 425

AVIRON
Form 425
January 10, 2002

Pursuant to Rule 4

MedImmune Acquires Aviron Shares in Exchange Offer

Gaithersburg, MD, January 10, 2002 -- MedImmune, Inc. (Nasdaq: MEDI) announced today that it has (Nasdaq: AVIR) shares which were validly tendered in its offer to exchange 1.075 MedImmune shares

The exchange offer expired at 12:00 midnight, New York City time on January 9, 2002. Approximately 4,248,928 shares were tendered (including 4,248,928 shares tendered pursuant to notice of guaranteed delivery), which is approximately 100 percent of the total number of outstanding Aviron shares.

MedImmune intends promptly to merge a subsidiary into Aviron, as a result of which Aviron will become a subsidiary of MedImmune. In the merger, each remaining Aviron share will be converted into the right to receive one share of MedImmune common stock.

The Information Agent for the offer is MacKenzie Partners, Inc., 156 Fifth Avenue, New York, New York 10011, 212-929-5500 or toll-free at 800-322-2885. The Dealer Manager for the offer is Merrill Lynch & Co., 60 Wall Street, New York, New York 10080. Call collect at 609-274-3066.

Aviron is a biopharmaceutical company headquartered in Mountain View, California, focused on preventing and treating infectious diseases with innovative vaccine technologies. The company's product portfolio includes: FluMist[®], a live virus influenza vaccine; a live parainfluenza virus type 3 vaccine; a vaccine to prevent cytomegalovirus infection; and a cytomegalovirus vaccine. For more information on Aviron, visit the company's website at www.aviron.com.

MedImmune, Inc. is a fully integrated biotechnology company focused on developing and marketing products in areas such as infectious disease, immune regulation and cancer. Headquartered in Gaithersburg, Maryland, with manufacturing facilities in Frederick, Maryland and Nijmegen, the Netherlands. MedImmune markets Synagis[®] (palivizumab), which is marketed for the prevention of serious lower respiratory tract disease caused by syncytial virus in pediatric patients at high risk of RSV disease, which is prominent in the North American winter through May (see full prescribing information at www.medimmune.com); Ethyol[®], which is marketed for the prevention of cumulative renal toxicity associated with repeated administration of cisplatin in patients with advanced non-small cell lung cancer and moderate to severe xerostomia in patients undergoing post-operative radiation therapy for head and neck cancer, where the radiation port includes a substantial portion of the parotid (see full prescribing information at www.medimmune.com); and CytoGam[®], which is marketed for the prophylaxis against cytomegalovirus infection in patients undergoing transplantation of kidney, lung, liver, pancreas, and heart (see full prescribing information at www.medimmune.com). MedImmune has six products in various stages of clinical testing for a number of diseases and several more products in pre-clinical testing. For more information on MedImmune, visit the company's website at www.medimmune.com.

This announcement may contain, in addition to historical information, certain forward-looking statements which are subject to uncertainties. Such statements reflect management's current views and are based on certain assumptions which may differ materially from those currently anticipated as a result of a number of factors, including risks associated with the completion of MedImmune's and Aviron's filings with the SEC. MedImmune and Aviron are developing products for which there can be no assurance that such development efforts will succeed, that such products will receive regulatory clearance, that, even if such regulatory clearance were received, such products would ultimately achieve commercial success, or that MedImmune and Aviron will be integrated successfully or without unanticipated costs.

Aviron stockholders and other investors are urged to read the registration statement on Form S-4, and other exchange offer documents which have been filed or will be filed by MedImmune with the Securities and Exchange Commission, the related solicitation/recommendation statement filed by Aviron with the SEC. These documents should be read carefully before any decision is made with respect to the offer. Documents filed with the SEC are available at the SEC's website at www.sec.gov. Documents are also available for free from MacKenzie Partners.