

ALEXION PHARMACEUTICALS INC
Form DEF 14A
April 15, 2010

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Confidential, for Use of the Commission Only
(as permitted by Rule 14a-6(e)(2))

ALEXION PHARMACEUTICALS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

ALEXION PHARMACEUTICALS, INC.

352 Knotter Drive Cheshire,

Connecticut 06410

(203) 272-2596

April 15, 2010

Dear Fellow Stockholder:

You are cordially invited to attend Alexion's Annual Meeting of Stockholders to be held at 10:00 a.m. on Wednesday, May 12, 2010, at The Study at Yale, 1157 Chapel Street, New Haven, CT 06511.

This year, you are being asked:

- (1) To elect eight directors to Alexion's Board of Directors, constituting the entire Board, to serve for the ensuing year.
- (2) To approve the amendment to Alexion's Amended and Restated 2004 Incentive Plan, including to increase the number of shares of common stock available for issuance by 3 million shares (subject to adjustment in the event of stock splits and other similar events).
- (3) To ratify the appointment of PricewaterhouseCoopers LLP as Alexion's independent registered public accounting firm.
- (4) To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

In addition, I will be pleased to report on the affairs of the Company and a discussion period will be provided for questions and comments of general interest to stockholders.

We look forward to greeting those stockholders who are present at the meeting; however, whether or not you plan to be with us at the meeting, it is important that your shares be represented. Accordingly, you are requested to sign and date the enclosed form of proxy and mail it in the envelope provided at your earliest convenience. Thank you for your cooperation.

Very truly yours,

Leonard Bell, M.D.

Chief Executive Officer,

Secretary and Treasurer

ALEXION PHARMACEUTICALS, INC.

Cheshire, Connecticut

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On May 12, 2010

April 15, 2010

You are cordially invited to attend Alexion's Annual Meeting of Stockholders to be held at 10:00 a.m. on Wednesday, May 12, 2010, at The Study at Yale, 1157 Chapel Street, New Haven, CT 06511. This year, you are being asked:

- (1) To elect eight directors to Alexion's Board of Directors, constituting the entire Board, to serve for the ensuing year.
- (2) To approve the amendment to Alexion's Amended and Restated 2004 Incentive Plan, including to increase the number of shares of common stock available for issuance by 3 million shares (subject to adjustment in the event of stock splits and other similar events).
- (3) To ratify the appointment of PricewaterhouseCoopers LLP as Alexion's independent registered public accounting firm.
- (4) To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Stockholders of record at the close of business on March 17, 2010 will be entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

All stockholders are cordially invited to attend the Annual Meeting in person. However, whether or not you plan to be with us at the Annual Meeting, please complete, sign and date the enclosed proxy card and mail it in the envelope provided at your earliest convenience so that your shares may be represented at the meeting and to ensure a quorum. No postage is required if mailed in the United States. When completing your form of proxy, please sign your name, as it appears printed. If signing as an attorney, executor, administrator, trustee or guardian, please give your full title. A proxy executed by a corporation must be signed by an authorized officer.

Important Notice Regarding the Availability of Proxy Materials for

the Annual Meeting to be held on May 12, 2010.

This Proxy Statement and our 2009 Annual Report are available at

(<http://ir.alexionpharm.com/annuals.cfm>)

Leonard Bell, M.D.

Secretary

ALEXION PHARMACEUTICALS, INC.

352 Knotter Drive

Cheshire, Connecticut 06410

PROXY STATEMENT

GENERAL INFORMATION

Proxy Solicitation

This Proxy Statement and form of proxy are furnished to the holders of common stock, par value \$.0001 per share, of Alexion Pharmaceuticals, Inc., the Company or Alexion, in connection with the solicitation by our Board of Directors of proxies for use at the Annual Meeting of Stockholders to be held on Wednesday, May 12, 2010, at The Study at Yale, 1157 Chapel Street, New Haven, CT 06511, or at any adjournment thereof, pursuant to the accompanying Notice of Annual Meeting of Stockholders. The purposes of the meeting and the matters to be acted upon are set forth in the accompanying Notice of Annual Meeting of Stockholders. The Board of Directors is not currently aware of any other matters that will come before the meeting.

The mailing address of our principal executive offices is Alexion Pharmaceuticals, Inc., 352 Knotter Drive, Cheshire, Connecticut, 06410. Proxies will be mailed to stockholders on or about April 19, 2010 and will be solicited by mail. We will make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to the beneficial owners of the shares and will reimburse them for their expenses in so doing. Proxies may be solicited, without extra compensation, by officers, agents and employees of Alexion who may communicate with stockholders, banks, brokerage houses and others by telephone, facsimile, email or in person to request that proxies be furnished. All expenses incurred in connection with this solicitation will be borne by us. We have no present plans to hire special employees or paid solicitors to assist in obtaining proxies, but reserve the option of doing so. If any special employees or solicitors are retained, we will bear the expense of such retention.

Revocability and Voting of Proxy

A form of proxy for use at the Annual Meeting of Stockholders and a return envelope for the proxy are enclosed. Stockholders may revoke the authority granted by their execution of proxies at any time before such proxies are voted at the Annual Meeting by filing with the Secretary of Alexion a written notice of revocation, or by mailing a duly executed proxy bearing a later date, or by voting in person at the Annual Meeting. Shares of our common stock represented by executed and unrevoked proxies will be voted in accordance with the choice or instructions specified thereon. If a proxy card is signed and returned without any specifications, your shares will be voted in the manner recommended by our Board of Directors.

Record Date and Voting Rights

Only stockholders of record at the close of business on March 17, 2010 are entitled to notice of and to vote at the Annual Meeting or any and all adjournments thereof. On March 17, 2010, there were 89,582,551 shares of our common stock outstanding; each such share is entitled to one vote on each of the matters to be presented at the Annual Meeting. The holders of a majority of the outstanding shares of common stock entitled to vote, present in person or represented by proxy, will constitute a quorum at the Annual Meeting. Abstentions and

broker non-votes will be counted for purposes of determining the presence or absence of a quorum. Broker non-votes are shares held by brokers or nominees that are present in person or represented by proxy, but not voted on a particular matter because (1) instructions have not been received from the beneficial owner and (2) the brokers do not have discretionary voting authority to vote on such matter. Abstentions and broker non-votes are not treated as a vote for or a vote against any of the proposals in this year's proxy to which such abstentions or broker non-votes apply.

A broker may not vote on non-routine matters without receiving specific voting instructions from the beneficial owner. At the Annual Meeting and any and all adjournments thereof, brokers will not be able to submit a vote on the election of directors or the proposed amendments to the Company's equity plan unless the broker receives specific instructions from the beneficial owner. The broker nominee will, however, be able to vote on the ratification of the selection of the Company's independent auditors even if it does not receive instructions. We urge each stockholder to provide instructions to its broker so that its votes may be counted on these important matters.

BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth certain information as of March 17, 2010 (except as otherwise noted) regarding the beneficial ownership (as defined by the Securities and Exchange Commission, or SEC) of our common stock of: (i) each person known by us to own beneficially more than five percent of our outstanding common stock; (ii) each named executive officer listed in the Summary Compensation Table below; (iii) each director; and (iv) all directors and executive officers of Alexion as a group.

Name and Address	Number of Shares of Common Stock Beneficially Owned(2)	Percentage of Outstanding Shares of Common Stock
of Beneficial Owner(1)		
FMR LLC 82 Devonshire Street Boston, MA 02109(3)	13,099,940	14.79%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202(4)	6,325,590	7.10%
Columbia Wanger Asset Management, L.P. 227 West Monroe Street Chicago, IL 60606(5)	4,620,130	5.20%
Leonard Bell, M.D.(6)(17)	1,695,705	1.89%
Stephen P. Squinto, Ph.D.(7)(17)	188,637	*
Vikas Sinha, M.B.A., C.A.(8)(17)	325,494	*
Thomas I.H. Dubin, J.D.(9)(17)	310,630	*
Patrice Coissac(10)(17)	166,811	*
Max Link, Ph.D.(11)	182,873	*
William R. Keller	3,965	*
Joseph A. Madri, Ph.D., M.D.(12)	196,192	*
Larry L. Mathis(13)	96,103	*
R. Douglas Norby(14)	119,192	*
Alvin S. Parven(15)	78,103	*
Andreas Rummelt, Ph.D.	3,892	*
Ruedi E. Waeger, Ph. D.(16)	68,227	*
All directors and executive officers as a group (14 persons)(18)	3,606,139	4.03%

* Less than one percent.

- (1) Unless otherwise indicated, the address of all persons is 352 Knotter Drive, Cheshire, Connecticut 06410.
- (2) To our knowledge, except as set forth below, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes in this table.
- (3) These figures are based upon information set forth in Schedule 13G filed February 16, 2010. FMR LLC has sole voting power with respect to 5,550 of the shares listed.
- (4) These figures are based upon information set forth in Schedule 13G filed February 12, 2010. These securities are owned by various individual and institutional investors which T. Rowe Price Associates, Inc., or Price Associates, serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.
- (5) These figures are based upon information set forth in Schedule 13G filed February 9, 2010. Columbia Wanger Asset Management, L.P. has sole voting power with respect to 4,471,200 of the shares listed.
- (6) Includes 829,894 shares of common stock that may be acquired upon the exercise of options that are exercisable within 60 days of March 17, 2010 and 600 shares, in the aggregate, held in the names of Dr. Bell's three children. Excludes 180,000 shares held in trust for Dr. Bell's children. Dr. Bell disclaims beneficial ownership of the 180,600 shares held in the names of his children and in the trust.
- (7) Includes 147,662 shares of common stock which may be acquired by Dr. Squinto upon the exercise of options that are exercisable within 60 days of March 17, 2010, and 5,838 shares, in aggregate, held in the names of Dr. Squinto's three children. Dr. Squinto disclaims beneficial ownership of the shares held in the names of his children.
- (8) Includes 271,187 shares of common stock which may be acquired by Mr. Sinha upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (9) Includes 287,820 shares of common stock which may be acquired by Mr. Dubin upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (10) Includes 151,311 shares of common stock which may be acquired by Mr. Coissac upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (11) Includes 61,138 shares of common stock which may be acquired by Dr. Link upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (12) Includes 169,138 shares of common stock which may be acquired by Dr. Madri upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (13) Includes 92,138 shares of common stock which may be acquired by Mr. Mathis upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (14) Includes 104,138 shares of common stock which may be acquired by Mr. Norby upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (15) Includes 74,138 shares of common stock which may be acquired by Mr. Parven upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (16) Includes 51,138 shares of common stock which may be acquired by Dr. Waeger upon the exercise of options that are exercisable within 60 days of March 17, 2010.
- (17) Named executive officer under Item 402 of Regulation S-K.
- (18) Includes 2,390,017 shares of common stock which may be acquired by all directors and officers as a group upon the exercise of options that are exercisable within 60 days of March 17, 2010.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

The Board is reducing the number of directors to eight upon Dr. Ruedi Waeger's resignation and eight directors have been nominated for re-election at the Annual Meeting to serve until the next annual meeting of stockholders and until their successors shall have been duly elected and qualified. As previously announced, Dr. Waeger has elected not to stand for re-election and elected to resign from the Board of Directors at the Annual Meeting. In the event any of the nominees shall be unable to serve as a director, the shares represented by the proxy will be voted for such other candidate, if any, who is nominated by the Board of Directors to replace the nominee. All nominees have consented to be named in the Proxy Statement and have indicated their intent to serve if elected. The Board of Directors has no reason to believe that any of the nominees will be unable to serve.

Directors will be elected by a plurality of the votes cast by the stockholders entitled to vote on the election of directors at the Annual Meeting.

THE BOARD OF DIRECTORS DEEMS PROPOSAL NO. 1 ELECTION OF DIRECTORS TO BE IN THE BEST INTERESTS OF ALEXION AND ITS STOCKHOLDERS AND RECOMMENDS A VOTE FOR EACH NOMINEE.

GENERAL INFORMATION ABOUT THE BOARD OF DIRECTORS

Below please find information about the nominees for directors:

Nominees

Name	Age	Year First Became Director	Position
Leonard Bell, M.D.(5)	52	1992	Chief Executive Officer, Secretary, Treasurer, Director
Max Link, Ph.D.(1)(4)	69	1992	Chairman of the Board of Directors
William R. Keller(2)(3)	62	2009	Director
Joseph A. Madri, Ph.D., M.D.(2)(4)	63	1992	Director
Larry L. Mathis(1)(3)	66	2004	Director
R. Douglas Norby(1)(3)	74	1999	Director
Alvin S. Parven(2)(3)	69	1999	Director
Andreas Rummelt, Ph.D.(1)(4)	53	2010	Director

Director Not Continuing After Annual Meeting

Name	Age	Year First Became Director	Position
Ruedi E. Waeger, Ph.D.(2)(4)	66	2005	Director

- (1) Member of our Audit Committee of the Board of Directors.
- (2) Member of our Compensation Committee of the Board of Directors.
- (3) Member of our Nominating and Corporate Governance Committee of the Board of Directors.
- (4) Member of our Pharmaceutical Compliance and Quality Committee of the Board of Directors
- (5) Executive Officer, for purposes of Section 16 of the Securities Exchange Act of 1934.

Each director nominee, if re-elected, will hold office until the next annual meeting of stockholders and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Each officer serves at the discretion of the Board of Directors. Dr. Bell is a party to an employment agreement with us.

Leonard Bell, M.D. is the principal founder of Alexion, and has been a director of Alexion since February 1992 and the Company's President and Chief Executive Officer, Secretary and Treasurer from January 1992, and Chief Executive Officer, Secretary and Treasurer since April 2002. From 1991 to 1992, Dr. Bell was an Assistant Professor of Medicine and Pathology and co-Director of the program in Vascular Biology at the Yale University School of Medicine. From 1990 to 1992, Dr. Bell was an attending physician at the Yale-New Haven Hospital and an Assistant Professor in the Department of Internal Medicine at the Yale University School of Medicine. Dr. Bell was a recipient of the Physician Scientist Award from the National Institutes of Health and Grant-in-Aid from the American Heart Association as well as various honors and awards from academic and professional

organizations. His work has resulted in more than 20 scientific publications and 9 patent applications. Dr. Bell was also a director of The Medicines Company from May 2000 until April 2005. Dr. Bell received his A.B. from Brown University and M.D. from Yale University School of Medicine. Dr. Bell is currently an Adjunct Assistant Professor of Medicine and Pathology at the Yale University School of Medicine.

Max Link, Ph.D. has been the Chairman of our Board of Directors since December 2002 and a director of Alexion since April 1992. From March 2001 to September 2003, Dr. Link was Chairman of the Board and CEO of Centerpulse AG, a medical implant company. From May 1993 to June 1994, Dr. Link was Chief Executive Officer of Corange (Bermuda), the parent company of Boehringer Mannheim Therapeutics, Boehringer Mannheim Diagnostics and DePuy Orthopedics. From 1992 to 1993, Dr. Link was Chairman of the Board of Sandoz Pharma, Ltd., a manufacturer of pharmaceutical products. From 1987 to 1992, Dr. Link was the Chief Executive Officer of Sandoz Pharma and a member of the Executive Board of Sandoz, Ltd., Basel. Prior to 1987, Dr. Link served in various capacities with the United States operations of Sandoz, including as President and Chief Executive Officer. Dr. Link is the chairman of the board of directors of Amedica Corporation, CytRx Corporation, and Celsion Corporation, and is also a director of Discovery Labs, Inc., each of which, with the exception of Amedica, is a publicly held pharmaceutical and/or life-science company. Dr. Link was also a director of Human Genome Sciences, Inc. from 1995 to 2008, PDL BioPharma Inc. from 1993 to 2007, and Cell Therapeutics, Inc. from 1995 to 2005. Dr. Link holds a Ph.D. in economics from University of St. Gallen (Switzerland).

William R. Keller has been a director of Alexion since December 2009. Mr. Keller is the founder of Keller Pharma Consultancy, a pharmaceutical consulting firm in China. He is also a senior consultant to the Shanghai Foreign Investment Development Board and the deputy general manager of Zhangjiang Biotech & Pharmaceutical Base Development Co., Ltd. From 2007 to September 2009, Mr. Keller was the chairman of HBM Biomed China Partners, a specialized venture capital organization dedicated exclusively to life sciences in China. From 1994 to 2003, Mr. Keller was the general manager of Roche China Ltd. and Shanghai Roche Pharmaceutical Ltd. From 1974 to 2003, Mr. Keller served in various positions at Roche Group in South America and Asia. Mr. Keller is the honorary president of the R&D-based Pharmaceutical Association in China, the vice chairman of the Shanghai Association of Foreign Investment Enterprises and holds directorships in Cathay Industrial Biotech Ltd., Shanghai Fosun Pharmaceutical Development Co. Ltd., TaiGen Biotechnology Co., Ltd., each of which are privately held, and China Nuokang Biopharmaceutical Inc., which is a NASDAQ listed company. Mr. Keller graduated from the School of Economics and Business Administration (Zurich) and is Honorary Citizen of Shanghai.

Joseph A. Madri, Ph.D., M.D. has been a director of Alexion since February 1992. Since 1980, Dr. Madri has been on the faculty of the Yale University School of Medicine and is currently a Professor of Pathology and Molecular, Cellular and Developmental Biology. Dr. Madri serves on the editorial boards of numerous scientific journals and he is the author of over 243 scientific publications. Dr. Madri works in the areas of regulation of angiogenesis, vascular cell-matrix interactions, cell-cell interactions, lymphocyte-endothelial cell interactions and endothelial and smooth muscle cell biology and neural stem biology, and has been awarded a Merit award from the National Institutes of Health. Dr. Madri received his B.S. and M.S. in Biology from St. John's University and M.D. and Ph.D. in Biological Chemistry from Indiana University.

Larry L. Mathis has been a director of Alexion since March 2004. Since 1998, Mr. Mathis has served as an executive consultant with D. Petersen & Associates providing counsel to select clients on leadership, management, governance, and strategy. For the 27 years prior to joining D. Petersen & Associates, Mr. Mathis

served in various capacities within The Methodist Hospital System, in Houston, Texas an organization comprising 16 corporations and 37 hospital affiliates in the U.S. and abroad. From 1997 to 1998, Mr. Mathis served as a consultant to the Chairman of the Board of The Methodist Hospital System. Prior to that, he was President and Chief Executive Officer, as well as a member of the Board of Directors, from 1983 to 1997. Mr. Mathis is a director of Healthcare Trust of America, Inc., a real estate investment trust. Mr. Mathis received a Master's degree in Health Administration from Washington University in St. Louis, and a Bachelor of Arts in Social Sciences from Pittsburg State University in Kansas.

R. Douglas Norby has been a director of Alexion since September 1999. Since July 2003 and until January 31, 2006, Mr. Norby has been Sr. Vice-President and Chief Financial Officer of Tessera, Inc., a provider of intellectual property for advanced semiconductor packaging. From March 2002 to February 2003, Mr. Norby served as Senior Vice President and Chief Financial Officer of Zambell, Inc., a data storage systems company. From December 2000 to March 2002, Mr. Norby served as Senior Vice President and Chief Financial Officer of Novalux, Inc., a manufacturer of lasers for optical networks. From 1996 until December 2000, Mr. Norby served as Executive Vice President and Chief Financial Officer of LSI Logic Corporation, a semiconductor company, and he has also served as a director of LSI Logic Corporation since 1993. From July 1993 until November 1996, he served as Senior Vice President and Chief Financial Officer of Mentor Graphics Corporation, a software company. Mr. Norby served as President of Pharmetrix Corporation, a drug delivery company, from July 1992 to September 1993, and from 1985 to 1992, he was President and Chief Operating Officer of Lucasfilm, Ltd., an entertainment company. From 1979 to 1985, Mr. Norby was Senior Vice President and Chief Financial Officer of Syntex Corporation, a pharmaceutical company. Mr. Norby is a director of STATS Chip PAC, Ltd., a semi-conductor company, NEXX Systems, Inc., a semiconductor manufacturing equipment company, InvenSense, Inc. a semiconductor company and MagnaChip Semiconductor LLC, a private semiconductor company. From 2007 to 2009, Mr. Norby also served as a director of Intellon Corporation. Mr. Norby received a B.A. in Economics from Harvard University and an M.B.A. from Harvard Business School.

Alvin S. Parven has been a director of Alexion since May 1999. Since 1997, Mr. Parven has been President of ASP Associates, a management and strategic consulting firm. From 1994 to 1997, Mr. Parven was Vice President at Aetna Business Consulting, reporting to the Office of the Chairman of Aetna. From 1987 to 1994, Mr. Parven was Vice President, Operations at Aetna Health Plans. Prior to 1987, he served in various capacities at Aetna including Vice President, Pension Services from 1983 to 1987. Mr. Parven is chairman of the General Employees Retirement Board of the Town of Palm Beach. Mr. Parven received his B.A. from Northeastern University.

Andreas Rummelt, Ph.D. has been a director of Alexion since February 2010. He was most recently Group Head of Quality Assurance and Technical Operations at Novartis, a position he held from December 2008 until January 2010. Dr. Rummelt had been a member of the Executive Committee of Novartis from January 2006 until his resignation in January 2010. He joined Sandoz Pharma Ltd. in 1985 and held various positions of increasing responsibility in development. In 1994, he was appointed Head of Worldwide Technical Research and Development, a position he retained following the merger that created Novartis in 1996. From 1999 to 2004, Dr. Rummelt served as Head of Technical Operations of the Novartis Pharmaceuticals Division and from 2004 to 2008 as Head of Sandoz. Dr. Rummelt graduated with a Ph.D. in pharmaceutical sciences from the University of Erlangen-Nuernberg, Germany.

Ruedi E. Waeger, Ph.D. has been a director of Alexion since March 2005. Dr. Waeger has spent the past 30 years in the pharmaceutical and therapeutic protein industry. Most recently, he was President and Chief Executive Officer of Aventis Behring L.L.C., a global plasma therapeutics product business which was acquired

by CSL Ltd in 2004 to form CSL Behring. While at Aventis Behring, Dr. Waeger played a key role in guiding the company as it refined its product pipeline and extensive manufacturing facilities. Dr. Waeger became the head of Aventis Behring following the merger of the owners of Centeon L.L.C., a leader in plasma proteins, where Dr. Waeger was Chief Executive Officer. Prior thereto, Dr. Waeger was President and Chief Executive Officer of ZLB Central Laboratories, Blood Transfusion Service of Swiss Red Cross, and before that spent more than 20 years at Sandoz Ltd., where he had consecutive worldwide responsibilities for Strategic Research and Development Planning, Human Resource Management, and Marketing, including responsibility for three global product launches. Dr. Waeger currently sits on the Board of Talecris Biotherapeutics, Inc., a publicly held biopharmaceutical company. From 1995 until 2006, Dr. Waeger also served as a director of Guidant Corporation. He earned a Ph.D. in Biochemistry from the Swiss Federal Institute of Technology.

During the year ended December 31, 2009, the Board of Directors held 7 meetings. During the period, each incumbent director attended, either in person or via teleconference, all of the meetings of the Board of Directors and all committees of the Board of Directors on which he served. It is our policy that members of the Board of Directors should attend and be present at the Annual Meeting of Stockholders. Seven members of the Board of Directors then constituting the entire Board attended the 2009 Annual Meeting of Stockholders. Mr. David Keiser did not stand for re-election and retired from the Board immediately prior to the Annual Meeting and did not attend.

The Board of Directors has determined that eight of its nine members (Drs. Link, Madri, Rummelt and Waeger, and Messrs. Keller, Mathis, Norby, and Parven) are independent directors as that term is defined under the NASDAQ Stock Market Listing Standards and the SEC rules and regulations. Dr. Waeger will not stand for re-election at the 2010 Annual Meeting of Stockholders. During all but two of the regularly scheduled meetings in fiscal year 2009, the Board of Directors met in executive session where only the independent directors were present without any members of Alexion's management.

Neither us nor any of our subsidiaries are party to any material proceedings to which any of our directors, officers, affiliates, 5% or more stockholders, or any of their respective associates are a party. We do not believe that any of our directors, officers, affiliates, 5% or more stockholders, or any of their respective associates are adverse to us or any of our subsidiaries or have a material interest that is adverse to us or any of our subsidiaries.

Audit Committee

In February 1993, the Board established a separately designated standing Audit Committee to review the internal accounting procedures of Alexion, consult with our independent registered public accounting firm and review the services provided by the independent registered public accounting firm. The Audit Committee operates pursuant to a charter which has been approved and adopted by the Board of Directors and is reviewed and reassessed annually by the Audit Committee. A copy of the Audit Committee charter is available on the Company's website at [http://files.shareholder.com/downloads/ALXN/729751670x0x310908/d6794e0d-0a65-4b3a-97f2-51e08eb010c7/AUDIT_COMMITTEE_CHARTER.p](http://files.shareholder.com/downloads/ALXN/729751670x0x310908/d6794e0d-0a65-4b3a-97f2-51e08eb010c7/AUDIT_COMMITTEE_CHARTER.pdf) Dr. Link, Mr. Mathis, Mr. Norby and Dr. Rummelt are the current members of the Audit Committee. Mr. Norby serves as chairman. The Board of Directors has determined that each member of the Audit Committee is an independent director as that term is defined under the NASDAQ Stock Market Listing Standards and the SEC rules and regulations. Our Board of Directors has also determined that Mr. Norby is an audit committee financial expert as that term is defined under the NASDAQ Stock Market Listing Standards and the SEC rules and regulations. During the year ended December 31, 2009 the Audit Committee held 7 meetings.

Compensation Committee

In February 1993, the Board of Directors established a Compensation Committee. The Compensation Committee reviews compensation practices, determines and approves compensation of the chief executive officer and all other executive officers, and administers our non-formula equity compensation and incentive plans. The Compensation Committee operates pursuant to a charter which has been approved and adopted by the Board of Directors. A copy of the Compensation Committee charter is available on the Company's website at http://files.shareholder.com/downloads/ALXN/729751670x0x310915/74b62adc-4390-4f7b-b5c2-a2edd2fc46f4/comp_comm_charter.pdf. Mr. Keller, Dr. Madri, Mr. Parven and Dr. Waeger are the current members of the Compensation Committee. Mr. Parven serves as chairman. Upon Dr. Waeger's resignation from the Board at the 2010 Annual Meeting, Dr. Waeger will no longer serve as a member of the Compensation Committee. The Board of Directors has determined that each member of the Compensation Committee is an independent director as that term is defined under the NASDAQ Stock Market Listing Standards and the SEC rules and regulations. During the year ended December 31, 2009, the Compensation Committee held 5 meetings.

In 2009, the Compensation Committee retained Hewitt Associates LLC, or Hewitt, a global consultancy specializing in compensation, benefits and other human resources issues, to assess trends and developments in officer and director compensation practices and to compare the Company's practices against them. The Compensation Committee uses the analysis prepared by the consultant as part of its periodic review of Alexion's officer and director compensation practices. At no time during 2009 or at any other time did the committee direct Hewitt to perform services in any particular manner or under any particular method. The committee has the final authority to hire and terminate the consultant, and the committee evaluates the consultant annually. During 2009, Hewitt did not provide any consulting advice to Alexion outside the scope of executive compensation.

Pharmaceutical Compliance and Quality Committee

In December 2004, the Board established a Compliance and Quality Committee. In December 2009, the Committee changed its name to the Pharmaceutical Compliance and Quality Committee. The Pharmaceutical Compliance and Quality Committee provides leadership and guidance to Alexion on aspects of pharmaceutical compliance and regulatory matters, except where those matters involve financial controls or the financial audit function. Drs. Link, Madri, Rummelt and Waeger are the current members of the Pharmaceutical Compliance and Quality Committee. Dr. Waeger is the current chairman. Dr. Rummelt will replace Dr. Waeger as chairman upon Dr. Waeger's resignation from the Board at the 2010 Annual Meeting. The Board of Directors has determined that each member of the Pharmaceutical Compliance and Quality Committee is an independent director as that term is defined under the NASDAQ Stock Market Listing Standards. During the year ended December 31, 2009, the Pharmaceutical Compliance and Quality Committee held 4 meetings.

Nominating and Governance Committee

In June 2003, the Board of Directors established the Nominating and Governance Committee to provide leadership and guidance to Alexion, review and recommend new directors to the Board of Directors, establish the necessary Board committees to provide oversight to Alexion, and make recommendations regarding committee membership. The Nominating and Governance Committee operates pursuant to a charter which has been approved and adopted by the Board of Directors and is reviewed and reassessed annually by the committee. The Nominating and Governance Committee Charter is posted on Alexion's website at http://files.shareholder.com/downloads/ALXN/729751670x0x311136/a35d8aa8-6797-4be1-a369-53bc9bcfc572/Nominating_GovernanceCommitteeCharter.pdf. Messrs. Keller, Mathis, Norby and Parven are the

current members of the Nominating and Governance Committee. Mr. Mathis serves as chairman. The Board of Directors has determined that each member is an independent director as that term is defined under the NASDAQ Stock Market Listing Standards. During the year ended December 31, 2009, the Nominating and Governance Committee held 4 meetings.

CORPORATE GOVERNANCE

Process for Selecting Nominees and Stockholder Nominations

It is the policy of the Nominating and Governance Committee to consider candidates for Board membership recommended by Nominating and Governance Committee members and other Board members, management, our stockholders, third-party search firms and any other appropriate sources. In December 2009, we retained a consulting firm to assist in the search process for a director. The firm is entitled to a flat fee for its services. None of the nominees for election at the 2010 Annual Meeting of Stockholders were identified by the search firm. As a stockholder, you may recommend a person for consideration as a nominee for director by writing to the Nominating and Governance Committee of the Board of Directors, c/o Alexion Pharmaceuticals, Inc., 352 Knotter Drive, Cheshire, Connecticut 06410, Attention: Senior Vice President and Chief Legal Officer. Recommendations must be received by December 15, 2010 to be considered for the 2011 Annual Meeting of Stockholders. Recommendations must include the name and address of the stockholder making the recommendation, a representation setting forth the number of shares of our common stock beneficially owned by the recommending stockholder, a statement from the recommended nominee that expresses his or her intent to serve on the Board if elected, biographical information about the recommended nominee, any other information the stockholder believes would be helpful to the Nominating and Governance Committee in evaluating the recommended nominee and a description of all arrangements or understandings between the recommending stockholder and each nominee and any other person concerning the nomination. The evaluation process for nominees recommended by stockholders is the same as for candidates recommended by any other source.

Board Diversity

We recognize that a diverse board enhances the overall effectiveness of the Board by ensuring that different perspectives, skills and experiences are presented to directors and to management. In accordance with its charter, the Nominating and Governance Committee is responsible for advising the Board on diversity, including gender, ethnic background, country of citizenship and professional experience, and recommending, as necessary, measures that contribute to a Board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise. The committee reviews Board composition on an annual basis to ensure that the Board reflects the knowledge, experience, skills, expertise and diversity required for the Board to fulfill its duties. The Board defines diversity broadly and does not limit its assessment to gender, race or ethnic diversity. The committee expects to assess the effectiveness of its diversity policy at least once each year at the time it evaluates Board composition.

Director Qualifications

The Board seeks independent directors who represent a range of viewpoints, backgrounds, skills, experience and expertise. Board members should possess the attributes necessary to be an effective director, including the following: personal and professional integrity, high ethical values, sound business judgment, demonstrated exceptional business and professional skills and experience, teamwork and a commitment to the long-term

interests of Alexion and its stockholders. In evaluating candidates, the Nominating and Governance Committee also considers potential conflicts of interest, diversity, the requirement to maintain a Board that is composed of a majority of independent directors, and the extent to which a candidate would fill a present or anticipated need. In any particular situation, the Nominating and Governance Committee may focus on individuals possessing a particular background, experience or qualifications which the committee believes would be important to enhance the effectiveness of the Board.

The Alexion directors possess the individual attributes described above and represent a desirable range of viewpoints, backgrounds, skills, experience and expertise. Below is a description of certain specific experiences, qualifications, attributes and skills of our directors that led the Board to conclude that he should serve as a director.

Max Link, Ph.D.

Dr. Link is Alexion's current Chairman and his continued service in this leadership role is important to the Board. He has more than thirty years of executive management experience in the pharmaceutical industry, including as chief executive officer of multiple multinational pharmaceutical companies, and has extensive experience in international business operations and financial matters. Dr. Link also has extensive experience serving on the boards of international pharmaceutical and healthcare companies, both public and private, and we value his corporate governance experience resulting from his service on public company boards.

Leonard Bell, M.D.

Dr. Bell is Alexion's CEO and principal founder of the Company. Having led Alexion since inception, he has intimate knowledge of the Company and a broad view of the short and long term business and operations. He is a physician and scientist with extensive knowledge of Alexion's research, development and commercialization efforts. Dr. Bell is currently the only management representative serving on the Board and provides the Board with increased understanding of Alexion's day to day operations.

William R. Keller

Mr. Keller lives and works in China and possesses extensive working knowledge and experience of the pharmaceutical industry in China. He has more than thirty years of executive management experience in the pharmaceutical industry, including as a chief executive officer in China, and he led the Latin American expansion and operations for a major pharmaceutical company in markets where Alexion is currently focused.

Joseph A. Madri, Ph.D., M.D.

Dr. Madri has had a long and distinguished career as a faculty member of Yale University, where he is currently a professor of pathology, and molecular, cellular and developmental biology. He is the only current director who spent his entire career in research and academia. Dr. Madri's extensive experience enables him to provide a different perspective from other directors with respect to Alexion's scientific, research and development activities.

Larry L. Mathis

Mr. Mathis' 27 years of service within one of the country's leading hospital systems provides the Board with a valued perspective of the healthcare industry, hospital administration and leadership. He possesses more than twenty five years of executive management experience, including fourteen as chief executive officer of a complex, geographically diverse hospital organization, where he acquired extensive experience managing governance and compliance issues relevant to the healthcare industry.

R. Douglas Norby

Mr. Norby has extensive experience in financial and accounting matters, including public accounting and reporting. During his forty year career, he served in executive management positions at several multinational organizations, including as president, chief operating officer and chief financial officer, and he has extensive experience in financial and accounting reporting processes and internal control systems. His experience serving on public company boards also provides valued perspective on matters of corporate governance and financial matters.

Alvin S. Parven

Mr. Parven served for more than thirty years in executive management positions at a multinational insurance company. He has extensive experience in managing developed organizations that provide specialized and technical services, particularly in the areas of health insurance and benefits. He possesses extensive experience in provider operations, which brings an important perspective to the Board and to management on matters of reimbursement.

Andreas Rummelt, Ph.D.

Dr. Rummelt has spent most of his career in the areas of manufacturing, quality and technical matters, which provides an important perspective to the Board and to management as Alexion develops its own manufacturing operations and facility. He served more than twenty years in executive management positions in the pharmaceutical industry, including as a chief executive officer and most recently as a senior executive of a large, multinational pharmaceutical company. Dr. Rummelt possesses a broad understanding of international business operations, particularly with respect to manufacturing, quality and technical matters.

Ruedi E. Waeger, Ph.D.

Dr. Waeger has more than thirty years of experience in the pharmaceutical and therapeutic protein industry, with particular focus on marketing, research and development, human resources and quality matters, and more than twenty years in executive management positions, including as chief executive officer. He has extensive experience in international business operations, including international regulatory and manufacturing challenges, which has provided an important perspective to the Board and to management as Alexion initiated and developed its own manufacturing operations and facility.

Board Leadership Structure

Since its founding in 1992, Alexion has separated the positions of Chairman and CEO, and the Board believes that separating the roles continues to be the most appropriate structure for Alexion. The Board believes that an independent chairman enables the Board to more effectively and objectively monitor the performance of the Company, the CEO and management. By separating the positions, the Board believes that Dr. Bell may devote his attention to the Company's global operations and strategy while Dr. Link can take responsibility for leading the Board.

Board's Role in Risk Oversight

The Board is responsible for overseeing Alexion's risk management processes. The full Board performs a periodic risk assessment with management to review the primary risks facing the Company and to manage the activities of the Company in identifying and mitigating such risks. Management identifies risks in multiple areas, including compliance, financial, strategic, political and operational risks, and the Board reviews together with management. The Board recognizes that Alexion is subject to both internal and external risks, within and outside

its control, and that management and the Board should regularly seek to identify those risks and mitigate to the extent possible. As part of the risk management process and consistent with its standing oversight role, each Board committee considers the risks within its areas of responsibility and assists the Board in its oversight of the risk management process.

In reviewing the Company's compensation programs, the Company has reviewed whether compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company and has concluded that they do not create such risks as presently constituted.

Stockholder Communications with the Board of Directors

Our Board of Directors has provided a process for stockholders to send communications to the Board. Stockholders who wish to send communications to the Board, or any particular director, should address such communications to the Board of Directors, c/o Alexion Pharmaceuticals, Inc., 352 Knotter Drive, Cheshire, Connecticut 06410, Attention: Thomas I.H. Dubin, Esq., Senior Vice President and Chief Legal Officer. All such communications should include a representation from the submitting stockholder setting forth the stockholder's address and the number of shares of Alexion common stock beneficially owned by the stockholder.

Our Chief Legal Officer will (i) be primarily responsible for monitoring communications from stockholders and (ii) provide copies or summaries of such communications to the Board, or the director to whom such communication is addressed, as the Chief Legal Officer considers appropriate. Each stockholder communication will be forwarded if it relates to a substantive matter and includes suggestions or comments that the Chief Legal Officer considers to be important for the directors, or director, to know. In general, stockholder communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than stockholder communications relating to personal grievances and matters as to which we tend to receive repetitive or duplicative communications. The Board will give appropriate attention to written communications on such issues and will respond as appropriate.

Code of Ethics

We adopted the Alexion Pharmaceuticals, Inc. Code of Conduct, or code of ethics, that applies to directors, officers and employees of Alexion and its subsidiaries and complies with the requirements of Item 406 of Regulation S-K and the listing standards of the NASDAQ Global Market. Our code of ethics is located on our website (<http://ir.alexionpharm.com/governance.cfm>). We amended the code of ethics in September 2009 and any future amendments or waivers to our code of ethics will be promptly disclosed on our website and as required by applicable laws, rules and regulations of the Securities and Exchange Commission and NASDAQ.

Corporate Governance Guidelines

The Board believes that sound governance practices and policies provide an important framework to assist it in fulfilling its duty to stockholders. The Board has adopted Corporate Governance Guidelines and relies on the guidelines to provide that framework. The guidelines are not absolute rules, and can be modified to reflect changes in the Company's organization or business environment. The Board reviews the guidelines on an annual basis and if necessary, may modify the guidelines to reflect current good governance practices and policies. Alexion's Corporate Governance Guidelines are located on our website at <http://files.shareholder.com/downloads/ALXN/729751670x0x311960/ba922235-2cbb-4d85-9d1a-ebd44ac4eccd/CorporateGovernanceGuidelines.pdf>.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act of 1934, as amended, requires our directors, executive officers and persons who beneficially own more than ten percent of our common stock, to file initial reports of beneficial ownership of our stock and reports of changes in beneficial ownership of our stock with the SEC. Executive officers, directors and greater than ten percent beneficial owners are required by the SEC to furnish us with copies of all Section 16(a) forms they file.

Based solely upon a review of the copies of such forms furnished to us and written representations from our executive officers and directors, we believe that during the year ended December 31, 2009 all Section 16(a) filing requirements applicable to our executive officers, directors and greater than ten percent beneficial owners were complied with on a timely basis, other than the Form 4 filed by Mr. Keller relating to the inaugural grant of equity awards upon his appointment to the Board of Directors.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION COMMITTEE

Alvin S. Parven, Chairman

William R. Keller

Joseph A. Madri, Ph.D., M.D.

Ruedi E. Waeger, Ph.D.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes the material elements of 2009 compensation for Alexion's executive officers identified in the Summary Compensation Table (the named executive officers), which includes (i) base salary for the 2009 fiscal year, (ii) annual cash incentive bonus with respect to 2009 performance, which was paid in February 2010, and (iii) long-term equity-incentive awards granted in January 2009.

Alexion's named executive officers for 2009 were: Dr. Leonard Bell, M.D., Chief Executive Officer; Dr. Stephen P. Squinto, Ph.D., Executive Vice President, Research and Development; Vikas Sinha, Senior Vice President and Chief Financial Officer; Patrice Coissac, Senior Vice President, President of Alexion Pharma International Sàrl; and Thomas I.H. Dubin, Senior Vice President and Chief Legal Officer.

Executive Compensation Philosophy

The Compensation Committee approves compensation programs based on certain compensation philosophies, including the following

Pay for performance. Compensation programs must reward performance, including achievement of corporate and individual performance objectives. Compensation for employees with senior leadership responsibilities, particularly Dr. Bell, Alexion's CEO, should be closely linked to corporate performance and stockholder value. Compensation programs should deliver higher compensation when corporate and individual performance exceeds expectations or performance objectives, and when objectives are aligned with significant success. If corporate or individual performance is short of expectations, or if objectives are not achieved, our compensation programs should deliver lower compensation.

Attract, retain and motivate. Compensation programs should be competitive to help Alexion attract, retain and motivate highly talented individuals with necessary skills and demonstrated abilities who will contribute to the success of the Company by executing Alexion's short- and long-term strategic plan.

Competitive with peer group. Executive compensation should be considered in comparison with compensation paid by market peers to ensure that Alexion is competitive with the pay of other companies who compete with us for talent.

Balanced combination of compensation elements. Compensation programs should include the appropriate balance of cash and equity incentives to reward short-term and long-term performance. Each element of compensation should be utilized in a manner that drives certain behavior, recognizing that different elements may be effectively used to drive different behavior. For example, long-term equity-based incentive awards are utilized to align interests more closely with stockholders through equity ownership while annual cash incentives may be used to motivate individuals to achieve short-term objectives.

Fair and consistent. The overall structure of the Company's compensation programs should be similar across the global organization, taking into account grade-level, geography and local considerations, and should drive reward opportunities for all employees based on responsibilities and performance.

The primary objective of Alexion's executive compensation policy is to attract, retain and motivate the key executives necessary for Alexion's short- and long-term success. The focus is to tie short- and long-term cash and equity incentives to performance, including the achievement of measurable corporate and individual objectives, and to align executives' incentives with stockholder value creation. The Compensation Committee implements its compensation programs in a manner that ties a substantial portion of executives' overall compensation to Alexion's performance. No executive is guaranteed a cash or equity incentive award and such incentives are determined at levels that the committee believes drives performance.

Role of the Compensation Committee

Our executive compensation policy is set by the Compensation Committee and the committee approves the compensation of our executive officers, including the named executive officers. Our executive compensation policy is designed to align total executive compensation with the objectives of our compensation philosophy. The committee regularly reassesses and reviews our compensation policy and programs.

The Compensation Committee retains significant discretion in determining executive compensation. Decisions are not based on any rigid mathematical formula but rather multiple factors, including the individual's total compensation compared to individuals in similar positions at a peer group of companies, the Company's performance, the committee's assessment of the individual's contribution to the Company, and other individual accomplishments. The Compensation Committee also takes into account the individual's contributions in resolving unanticipated matters, general economic conditions, and any other factors the committee deems relevant. Per its charter, the Compensation Committee may form subcommittees and delegate authority to any subcommittee or other administrator, as appropriate.

Role of Executives in 2009 Compensation Decisions

It is Alexion's policy that no named executive officer participates or makes recommendations regarding his or her own compensation.

A small number of executives generally attend Compensation Committee meetings, including the Company's CEO, CFO, Chief Legal Officer, and VP Human Resources. All independent directors who are not members of the committee are also invited to attend, and typically do attend, committee meetings. Executive sessions of the Compensation Committee are conducted without the presence of Company executives.

The CEO, with limited staff and management support, works with our compensation consultant and the Compensation Committee to determine total compensation recommendations for our named executive officers other than the CEO. In considering his recommendations for 2009 compensation, Dr. Bell placed significant weight on (i) the Company's performance, (ii) the individual's performance, and (iii) the market data and peer group analysis prepared by the compensation consultant (see also discussion below under *Peer Group Analysis*). The recommendations are submitted to the Compensation Committee for review, discussion, modification and approval.

The Compensation Committee is responsible for evaluating and determining CEO compensation and works directly with the compensation consultant, with limited support from Company staff and without input from the CEO. In determining 2009 compensation for Dr. Bell, the committee placed significant weight on (i) the Company's performance, (ii) Dr. Bell's performance, which is closely aligned with the Company's performance, and (iii) the market data and peer group analysis prepared by the compensation consultant (see also discussion below under *Peer Group Analysis*).

Compensation Consultant

Other than annual cash incentive awards with respect to 2009 performance, which were paid in 2010, 2009 compensation for the named executive officers was evaluated and reviewed during the fourth quarter of 2008 and approved in January 2009. To assist the Compensation Committee in its efforts to review 2009 compensation, the committee sought advice from Hewitt Associates LLC.

During the fourth quarter of each fiscal year, the compensation consultant provides an independent competitive compensation review to the committee. In December 2008, Hewitt found that cash compensation for Alexion's named executives as a group was significantly below the market median while long-term equity incentive awards were in the third quartile (between the median and 75th percentile). The Compensation Committee considered the 2008 peer group information for each executive officer and for the executives as a

group when establishing 2009 base salaries and long-term equity-based incentive awards, which were approved in January 2009. In December 2009, Hewitt found that 2009 cash compensation for Alexion's named executive officers as a group was near the market median, while long-term equity incentive awards were in the third quartile, and the committee considered the 2009 peer group information for each executive officer and for the executives as a group in determining annual cash incentives with respect to 2009 performance, which were approved in January 2010.

4.2

Form of Louisiana Trust Agreement. *

4.3

Specimen Trust Unit Certificate. *

4.4

Designation of Ancillary Trustee. *

31.1

Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1

Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Incorporated by
reference from
Registration
Statements on
Form S-1 of
Torch Energy
Advisors
Incorporated
(Registration
No. 33-68688)
dated
November 16,
1993.

TORCH ENERGY ROYALTY TRUST
SIGNATURES

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 thereunto duly authorized.

TORCH ENERGY ROYALTY TRUST

By: Wilmington Trust Company,
not in its individual capacity but solely as
Trustee for the Trust

By: /s/ Bruce L. Bisson
Bruce L. Bisson
Vice President

Date: August 25, 2010

(The Trust has no employees, directors or executive officers.)

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