

SARIN ARADHANA  
Form 4  
March 04, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SARIN ARADHANA

2. Issuer Name and Ticker or Trading Symbol  
ALEXION PHARMACEUTICALS, INC. [ALXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2019

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Chief Strategy & Business Off

C/O ALEXION PHARMACEUTICALS, INC., 121 SEAPORT BOULEVARD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

BOSTON, MA 02210

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.0001 per share	02/28/2019		F		267 <sup>(1)</sup>	\$ 132.92 <sub>(2)</sub>	22,529 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARIN ARADHANA C/O ALEXION PHARMACEUTICALS, INC. 121 SEAPORT BOULEVARD BOSTON, MA 02210			Chief Strategy & Business Off	

## Signatures

/s/ Douglas Barry, Attorney-in-Fact for Aradhana Sarin

03/04/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$132.90- \$134.75. The price reported in

(2) this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. n dated as of February 12, 2010 (as amended, the Preservation Plan ) and proposed for a stockholder vote an amendment to the Amended and Restated Certificate of Incorporation (the Charter Amendment ), both of which are being submitted to stockholders for their approval at the Annual Meeting. The Company has generated substantial NOLs, loss carryforwards and other tax attributes for U.S. federal income tax purposes ( tax benefits ) that can generally be used to offset its future taxable income and therefore reduce its U.S. federal income tax obligations. Both the Preservation Plan and the Charter Amendment are intended to preserve the important tax

benefits of the Company, and are described in detail in the Proxy Statement. On April 30, 2010, the Board of Directors adopted amendments to the Preservation Plan and the Charter Amendment, to require approval by the Company's stockholders every three years in addition to the existing termination provisions in the Preservation Plan and Charter Amendment.

The Charter Amendment and the Preservation Plan are both intended to protect the Company's valuable tax assets and neither is intended as an anti-takeover device, although each has anti-takeover consequences. As stated in the Proxy Statement, Radian incorporated stockholder-friendly features in the Charter Amendment and the Preservation Plan, including: (i) limiting the definition of ownership to the definition used for purposes of Section 382 of the Internal Revenue Code, as opposed to the broader definition of beneficial ownership used for securities laws purposes; and (ii) providing sunset provisions that will terminate the Preservation Plan and the transfer restrictions in the Charter Amendment if Section 382 is repealed or if the potential loss from limitation of the NOLs is no longer material to the Company, which the Company's Board of Directors has agreed to review annually. The new amendments adopted by the Company's Board of Directors will further enhance the stockholder-friendly features of the Preservation Plan and the Charter Amendment by requiring that they be re-approved by stockholders every three years. The Preservation Plan will terminate and the Charter Amendment will not become effective if not approved by the stockholders at the Annual Meeting.

The Company has submitted the Charter Amendment (Proposal 3) and the Preservation Plan (Proposal 4) to stockholders for their approval at the Annual Meeting and all references to the Preservation Plan and Charter Amendment contained in the Proxy Statement and proxy card pertaining to the Annual Meeting shall be deemed to refer to the Preservation Plan and Charter Amendment, as so amended. Radian's Board of Directors recommends a vote For approval of the Preservation Plan and For approval of the Charter Amendment, both as amended to require stockholder approval every three years. The changes to the Preservation Plan and Charter Amendment that reflect the additional termination provisions are attached as Exhibit A to this letter and are also filed as exhibits to the Company's Current Report on Form 8-K dated May 3, 2010 and filed with the Securities and Exchange Commission (the SEC). The amendment to the Preservation Plan is also filed as an exhibit to the Company's Registration Statement Amendment on Form 8-A/A filed on May 4, 2010 with the SEC. Stockholders may obtain, free of charge, a copy of these reports at the SEC's web site: [www.sec.gov](http://www.sec.gov).

**We urge you to read carefully the full text of the amendments in their entirety.**

#### **Voting of Proxies**

If you have already voted your shares and you wish to change your vote on any matter, you may revoke your proxy before it is voted at the Annual Meeting by submitting a subsequent proxy, by voting in person at the meeting, or by a written request received by Radian's Corporate Secretary before the Annual Meeting. If you hold shares through a broker, bank or other nominee, you must submit your voting instructions to that nominee. A number of brokerage firms and banks offer internet voting options. Specific instructions to be followed by owners of shares of common stock held in street name are set forth on the voting instruction card accompanying your proxy card or can be obtained by contacting the brokerage firm bank or other nominee.

If you have already voted your shares and do not wish to change your vote, no further action is required. All validly executed proxy cards or votes cast via the telephone or the internet at any time (either prior to or after the date hereof) indicating a vote for or against approval of the Preservation Plan or the Charter Amendment will be deemed to constitute a vote for or against approval of the Preservation Plan or the Charter Amendment, in each case as further amended and described in this Supplement.

By order of the Board of Directors:

*Edward J. Hoffman*  
Corporate Secretary  
Dated: May 3, 2010

**Important Notice Regarding the Availability of Proxy Materials for the 2010 Annual Meeting of Stockholders to Be Held on May 12, 2010:**

**The proxy statement, this letter supplement, and our 2009 Annual Report to security holders are available at [www.radian.biz/StockholderReports](http://www.radian.biz/StockholderReports)**

EXHIBIT A

The following amendments to the Preservation Plan and Charter Amendment were adopted by the Board of Directors on April 30, 2010:

1. The Amended and Restated Tax Benefit Preservation Plan (the Preservation Plan ) shall be amended by inserting a new provision (Section 7(f)) that reads in its entirety as follows:

**In addition to the provision set forth in Section 7(a) of this Plan, the Expiration Date shall occur on the Close of Business on the second Business Day after the final adjournment of the third consecutive annual meeting of the stockholders of the Company held after this Plan was most recently approved by the stockholders of the Company unless the Plan is re-approved by the stockholders at such meeting.**

2. The proposed amendment to the Amended and Restated Certificate of Incorporation (the Charter Amendment ) shall be amended by inserting a new sentence at the end of the definition of Restriction Release Date in Section 4.4.1 of the Charter Amendment that reads in its entirety as follows:

**In addition, the Restriction Release Date shall occur on the close of business on the second Business Day after the final adjournment of the third consecutive annual meeting of the stockholders of the Company held after this Section 4.4 was most recently approved by the stockholders of the Company unless this Section 4.4 is re-approved by a majority of the stockholders voting at such meeting.**