



Current Agreements

Dealdoc

Collaborative R&D and marketing agreement for diabetes product portfolio

Bristol-Myers Squibb
AstraZeneca
Amylin Pharmaceuticals

Jun 29 2012

Collaborative R&D and marketing agreement for diabetes product portfolio

Companies:	Bristol-Myers Squibb AstraZeneca Amylin Pharmaceuticals
Announcement date:	Jun 29 2012
Deal value, US\$m:	3400 : sum of cash transaction
Related contracts:	Acquisition agreement for Amylin

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- [Termsheet](#)
- [Press Release](#)
- [Filing Data](#)
- [Contract](#)

Details

Announcement date:	Jun 29 2012
Industry sectors:	Bigpharma Bigbiotech Pharmaceutical
Therapy areas:	Metabolic » Diabetes » Type 2
Technology types:	Small molecules Collaborative R&D
Deal components:	Marketing Option

Financials

Deal value, US\$m:	3400 : sum of cash transaction
More details:	AstraZeneca has opted to pay a further \$135 million to Bristol-Myers Squibb

Termsheet

9 August 2012

AstraZeneca has opted to pay a further \$135 million to Bristol-Myers Squibb to get an equal say in decision-making regarding drugs developed by Amylin Pharmaceuticals, the diabetes specialist acquired jointly by the two partners.

Under that deal, Bristol is the acquirer of Amylin, paying \$5.3 billion in cash for the company, plus an additional \$1.7 billion to cover Amylin's debt and its obligations to Eli Lilly (LLY.N) from ending an earlier collaboration.

29 June 2012

Bristol-Myers Squibb and AstraZeneca announced today that, following the completion of Bristol-Myers Squibb's acquisition of Amylin, the companies will enter into collaboration arrangements, based on the framework of the existing diabetes alliance, regarding the development and commercialization of Amylin's portfolio of products.

Following completion of Bristol-Myers Squibb's acquisition of Amylin, AstraZeneca will make a payment to Amylin, as a wholly owned subsidiary of Bristol-Myers Squibb, in the amount of approximately \$3.4 billion in cash.

Profits and losses arising from the collaboration will be shared equally.

In addition, AstraZeneca has the option, exercisable at its sole discretion following the closing of the acquisition, to establish equal governance rights over key strategic and financial decisions regarding the collaboration, upon the payment to Bristol-Myers Squibb of an additional \$135 million.

These collaboration arrangements have been approved by the boards of directors of Bristol-Myers Squibb and AstraZeneca.

Bristol-Myers Squibb and AstraZeneca entered into a collaboration in January 2007 to enable the companies to research, develop and commercialize select investigational drugs for type 2 diabetes.

The Bristol-Myers Squibb/AstraZeneca diabetes collaboration is focused around ONGLYZA (saxagliptin), part of the innovative class of DPP-4 inhibitors, KOMBIGLYZE and FORXIGA, an SGLT2 inhibitor, and is dedicated to global patient care, improving patient outcomes and creating a new vision for the treatment of diabetes.

Press Release

9 August 2012

AstraZeneca (AZN.L) has opted to pay a further \$135 million to Bristol-Myers Squibb (BMJ.N) to get an equal say in decision-making regarding drugs developed by Amylin Pharmaceuticals, the diabetes specialist acquired jointly by the two partners.

The decision by AstraZeneca to exercise its option to governance rights had been widely expected, following the three-way takeover agreement clinched on June 29.

Under that deal, Bristol is the acquirer of Amylin, paying \$5.3 billion in cash for the company, plus an additional \$1.7 billion to cover Amylin's debt and its obligations to Eli Lilly (LLY.N) from ending an earlier collaboration.

AstraZeneca will then pay Bristol \$3.4 billion for a half share in Amylin's products and these medicines will be added to an existing diabetes alliance between the two major drugmakers. The \$135 million option payment is in addition to this.

The companies said on Thursday that AstraZeneca had now made an initial payment of approximately \$3.2 billion to its partner. A further payment will be made in the near future to take the amount up to \$3.4 billion, an AstraZeneca spokeswoman said.

Amylin's products for the fast-growing type 2 diabetes market included Byetta, launched in 2005, and the longer-acting version Bydureon, which can be taken once a week and was approved by U.S. regulators earlier this year.

29 June 2012

Bristol-Myers Squibb and AstraZeneca Expand Diabetes Alliance Through Bristol-Myers Squibb's Acquisition of Amylin Pharmaceuticals

PRINCETON, N.J., LONDON, & SAN DIEGO--(BUSINESS WIRE)--Bristol-Myers Squibb Company (NYSE: BMJ) and Amylin Pharmaceuticals, Inc. (NASDAQ: AMLN) announced today that Bristol-Myers Squibb will acquire Amylin for \$31.00 per share in cash, pursuant to a cash tender offer and second step merger, or an aggregate purchase price of approximately \$5.3 billion. The total value of the transaction, including Amylin's net debt and a contractual payment obligation to Eli Lilly & Company, together totaling about \$1.7 billion, is approximately \$7 billion. The acquisition has been unanimously approved by the boards of directors of Bristol-Myers Squibb and Amylin. The board of directors of Amylin has unanimously recommended that Amylin's stockholders tender their shares into the tender offer.

Bristol-Myers Squibb and AstraZeneca (LSE:AZN) announced today that, following the completion of Bristol-Myers Squibb's acquisition of Amylin, the companies will enter into collaboration arrangements, based on the framework of the existing diabetes alliance, regarding the development and commercialization of Amylin's portfolio of products. Following completion of Bristol-Myers Squibb's acquisition of Amylin, AstraZeneca will make a payment to Amylin, as a wholly owned subsidiary of Bristol-Myers Squibb, in the amount of approximately \$3.4 billion in cash. Profits and losses arising from the collaboration will be shared equally. In addition, AstraZeneca has the option, exercisable at its sole discretion following the closing of the acquisition, to establish equal governance rights over key strategic and financial decisions regarding the collaboration, upon the payment to Bristol-Myers Squibb of an additional \$135 million. These collaboration arrangements have been approved by the boards of directors of Bristol-Myers Squibb and AstraZeneca.

Amylin is a biopharmaceutical company dedicated to the discovery, development and commercialization of innovative medicines for patients with diabetes and other metabolic diseases. Amylin's primary focus is on the research, development and commercialization of a franchise of GLP-1 agonists, for the treatment of type 2 diabetes.

"Amylin's innovative diabetes portfolio, talented people and state-of-the art manufacturing facility complement our long-standing leadership in metabolics," said Lamberto Andreotti, chief executive officer, Bristol-Myers Squibb. "We are pleased to be able to strengthen the portfolio we have built to help patients with diabetes by building on the success Amylin has had with its GLP-1 franchise. The acquisition of Amylin by Bristol-Myers Squibb is also a unique way for Bristol-Myers Squibb and AstraZeneca to expand the alliance between the two companies, and it demonstrates Bristol-Myers Squibb's innovative and targeted approach to partnerships and business development."

Simon Lowth, interim chief executive officer of AstraZeneca, said: "This is a compelling proposition that will have an immediate positive impact on revenues and is fully in line with our stated partnering strategy to enhance top-line growth and strengthen our late stage pipeline. The broadening of our diabetes collaboration with Bristol-Myers Squibb is another important step towards creating a leadership position in the treatment of a disease with growing unmet medical need that is reaching epidemic proportions in many areas of the world. The combined development, regulatory and commercial strengths of the AstraZeneca and Bristol Myers-Squibb alliance for diabetes provides an excellent platform to unlock the potential of Amylin's differentiated treatments for the benefit of patients worldwide and for our shareholders."

"We are pleased to announce this transaction that provides substantial value for Amylin shareholders," said Daniel M. Bradbury, president and chief executive officer of Amylin. "Over the last several months, our Board of Directors, with the assistance of our financial and legal advisors, has been actively engaged in a robust and thorough strategic process designed to maximize the value of our unique diabetes franchise. I strongly believe that we have accomplished that objective. Our recent U.S. launch of BYDUREON, the first ever once-weekly therapy for patients with type 2 diabetes, solidified our position as a driving force in the fight against this rising global epidemic. Importantly, this transaction with Bristol-Myers Squibb and their alliance with AstraZeneca provide the means to maximize the potential and impact of Amylin's innovative diabetes therapies and reach more patients around the world with treatment options to help manage their disease. In addition, I would like to acknowledge and thank the dedicated employees of Amylin whose tireless efforts are responsible for creating the tremendous value that is being recognized today by two of the most respected companies in the pharmaceutical industry."

Amylin's assets include:

A GLP-1 agonist franchise, including two treatments for type 2 diabetes, BYETTA(exenatide) injection and BYDUREON (exenatide extended-release for injectable suspension/exenatide 2 mg powder and solvent for prolonged release suspension for injection), approved for use in both the U.S. and Europe, and a life-cycle management pipeline, including delivery devices and formulation improvements. The addition of the Amylin GLP-1 franchise complements Bristol-Myers Squibb's and AstraZeneca's current diabetes portfolio creating a comprehensive disease management platform;

Metreleptin, a leptin analog currently under review at the U.S. Food and Drug Administration (FDA) for the treatment of diabetes and/or hypertriglyceridemia (high levels of triglycerides in the bloodstream) in patients with rare forms of inherited or acquired lipodystrophy; SYMLIN® (pramlintide acetate) injection an amylin analog, approved by the FDA for the treatment of type 1 and type 2 diabetes patients with inadequate glycemic control on meal-time insulin; and

A state-of-the-art sterile production facility in Ohio.

Under the terms of the definitive merger agreement between Bristol-Myers Squibb and Amylin, Bristol-Myers Squibb will commence a cash tender offer to purchase all of the outstanding shares of Amylin's common stock for \$31.00 per share. The closing of the tender offer is subject to customary terms and conditions, including the tender of a number of shares that constitutes at least a majority of Amylin's outstanding shares of common stock, on a fully diluted basis, and expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. The agreement also provides for the parties to effect, subject to customary conditions, a merger to be completed following the completion of the tender offer which would result in all shares not tendered in the tender offer being converted into the right to receive \$31.00 per share in cash. The merger agreement contains a provision under which Amylin has agreed not to solicit any competing offers for the company. Bristol-Myers Squibb will finance the acquisition from its existing cash resources and credit facilities.

The companies expect the tender offer to close approximately thirty days after commencement of the tender offer.

Citi and Evercore are serving as financial advisers to Bristol-Myers Squibb in connection with the acquisition and Kirkland & Ellis LLP is its legal adviser. Bank of America Merrill Lynch is serving as financial adviser to AstraZeneca in connection with the transactions and Davis Polk & Wardwell LLP and Covington & Burling LLP are its legal advisers. Credit Suisse Securities (USA) LLC and Goldman Sachs & Co. are serving as financial advisers to Amylin in connection with the acquisition and Skadden, Arps, Slate, Meagher & Flom LLP is its legal adviser.

For Bristol-Myers Squibb, the transactions are expected to be dilutive to Non-GAAP earnings per share (EPS) in 2012 and 2013 by approximately \$0.03, becoming slightly accretive starting in 2014 with meaningful accretion expected in the later part of the decade. The estimated Non-GAAP EPS impact excludes amortization of acquired intangible assets, restructuring costs and other costs associated with the transactions. Executives of Bristol-Myers Squibb will discuss the transactions during a conference call at 8:00 a.m. EDT on Monday, July 2, 2012. Investors and the general public are invited to listen by dialing 785-830-1925, confirmation code: 2561034.

Bristol-Myers Squibb Use of Non-GAAP Financial Information

This non-GAAP information is intended to enhance an investor's overall understanding of the company's financial performance and prospects for the future. This non-GAAP information is not intended to be considered in isolation or as a substitute for financial measures prepared in accordance with GAAP. There is no reasonably accessible or reliable comparable GAAP measure for this forward-looking information.

About Bristol-Myers and AstraZeneca Collaboration

Bristol-Myers Squibb and AstraZeneca entered into a collaboration in January 2007 to enable the companies to research, develop and commercialize select investigational drugs for type 2 diabetes. The Bristol-Myers Squibb/AstraZeneca diabetes collaboration is focused around ONGLYZA® (saxagliptin), part of the innovative class of DPP-4 inhibitors, KOMBIGLYZE® (saxagliptin and metformin HCl extended-release) and

FORXIGA®(dapagliflozin), an SGLT2 inhibitor, and is dedicated to global patient care, improving patient outcomes and creating a new vision for the treatment of diabetes. ONGLYZA has been submitted for regulatory approval in 93 countries and is approved in 77 countries including the US, Canada, Mexico, EU, India, Brazil and China. Dapagliflozin received a positive opinion from the CHMP in Europe in April 2012.

About Bristol-Myers Squibb

Bristol-Myers Squibb is a global biopharmaceutical company whose mission is to discover, develop and deliver innovative medicines that help patients prevail over serious diseases. For more information, please visit <http://www.bms.com> or follow us on Twitter at <http://twitter.com/bmsnews>.

About AstraZeneca

AstraZeneca is a global, innovation-driven biopharmaceutical business with a primary focus on the discovery, development and commercialization of prescription medicines for gastrointestinal, cardiovascular, neuroscience, respiratory and inflammation, oncology and infectious disease. AstraZeneca operates in over 100 countries and its innovative medicines are used by millions of patients worldwide. For more information please visit: www.astrazeneca.com.

About Amylin

Amylin Pharmaceuticals is a biopharmaceutical company dedicated to improving lives of patients through the discovery, development, and commercialization of innovative medicines. Amylin is committed to delivering novel therapies that transform the way diabetes and other metabolic disorders are treated. Amylin is headquartered in San Diego, Calif. and has a commercial manufacturing facility in Ohio. More information about Amylin Pharmaceuticals is available at <http://www.amylin.com>.

Filing Data

Not available.

Contract

Not available.