

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

**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): February 5, 2018**

**ALEXION PHARMACEUTICALS, INC.**

-----  
(Exact name of registrant as specified in its charter)

**Delaware**  
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(State or other jurisdiction of  
incorporation or organization)

**000-27756**  
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(Commission  
File Number)

**13-3648318**  
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(I.R.S. Employer  
Identification No.)

**100 College Street, New Haven, Connecticut 06510**  
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(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (475) 230-2596**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 5, 2018, the Board of Directors of Alexion Pharmaceuticals, Inc. appointed Judith Reinsdorf to Alexion's Board of Directors. Ms. Reinsdorf has been appointed to the Audit and Finance Committee of the Board of Directors. Alexion also announced that Ann Veneman notified the Board that she will not stand for re-election at Alexion's 2018 annual meeting of shareholders.

There are no transactions and no proposed transactions between Ms. Reinsdorf (or any member of such individual's immediate family) and Alexion (or any of its subsidiaries), and there is no arrangement or understanding between Ms. Reinsdorf and any other person or entity pursuant to which such individual was appointed as a director of Alexion.

Ms. Reinsdorf will receive compensation for her service on the Board of Directors in accordance with Alexion's standard compensatory arrangements for non-employee directors. A description of the compensatory arrangements for non-employee directors will be included in Alexion's proxy statement on Schedule 14A for the 2018 annual meeting of shareholders, which will be filed with the U.S. Securities and Exchange Commission prior to the 2018 annual meeting of shareholders.

Ms. Reinsdorf until recently served as Executive Vice President and General Counsel of Johnson Controls International, a global leader in building products and technology, integrated solutions, and energy storage, following its merger in September 2016 with Tyco International, where she served as Executive Vice President and General Counsel from March 2007 until September 2016. Previously, Ms. Reinsdorf served as Vice President, General Counsel and Secretary of C. R. Bard, Inc., as Vice President and Corporate Secretary of Tyco, as Vice President and Associate General Counsel of Pharmacia Corporation, and as Assistant General Counsel and Chief Legal Counsel, Corporate, at Monsanto Company. Ms. Reinsdorf currently serves on the Board of Directors of Dun & Bradstreet, a publicly traded data and analytics company. Ms. Reinsdorf earned her bachelor's degree from the University of Rochester and her J.D. from Cornell Law School.

A copy of Alexion's press release announcing the appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[99.1 Press release, dated February 5, 2018](#)

## Signature

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 hereunto duly authorized.

Date: February 5, 2018

ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary



## Alexion Appoints Judith A. Reinsdorf, J.D., to its Board of Directors

**NEW HAVEN, Conn.—February 5, 2018—** Alexion Pharmaceuticals, Inc. (NASDAQ:ALXN) today announced that Judith A. Reinsdorf, J.D., has been appointed to the Company's Board of Directors. Ms. Reinsdorf is an accomplished executive with a strong background in corporate governance and broad expertise in managing corporate and legal affairs for large public companies.

Ms. Reinsdorf until recently served as Executive Vice President and General Counsel of Johnson Controls International, a global leader in building products and technology, integrated solutions, and energy storage, following its merger in September 2016 with Tyco International, where she served as Executive Vice President and General Counsel from March 2007 until September 2016. Previously, she served as Vice President, General Counsel and Secretary of C. R. Bard, Inc., as Vice President and Corporate Secretary of Tyco, as Vice President and Associate General Counsel of Pharmacia Corporation, and as Assistant General Counsel and Chief Legal Counsel, Corporate, at Monsanto Company. Ms. Reinsdorf currently serves on the Board of Directors of Dun & Bradstreet, a publicly traded data and analytics company. She earned her bachelor's degree from the University of Rochester and her J.D. from Cornell Law School.

David Brennan, Chairman of the Board, commented, "We are pleased to welcome Judy to Alexion's Board of Directors. Judy brings strong corporate governance and legal expertise, with a proven track record in global compliance, strategic planning, data privacy, and regulatory matters. Her broad experience at large U.S. public companies, both within and outside the healthcare industry, will be a valuable addition to our board."

Ms. Reinsdorf added: "I am excited to join Alexion's Board of Directors at a pivotal time for the Company as it executes on a strategy to deliver sustainable growth and strengthens its leadership position in rare diseases. I look forward to applying my experience to help guide Alexion's future success."

Alexion also announced today that Director Ann M. Veneman, J.D., has advised the Board that she does not plan to stand for re-election at the Company's next annual meeting of shareholders and will be retiring from the Board following eight years of service as an Alexion director. As previously announced, Directors M. Michele Burns and Alvin S. Parven have also both advised the Board that they do not plan to stand for re-election at the Company's next annual meeting of shareholders.

### About Alexion

Alexion is a global biopharmaceutical company focused on serving patients and families affected by rare diseases through the innovation, development and commercialization of life-changing therapies. Alexion is the global leader in complement inhibition and has developed and commercializes the first and only approved complement inhibitor to treat patients with paroxysmal nocturnal hemoglobinuria (PNH), atypical hemolytic uremic syndrome (aHUS), and anti-acetylcholine receptor (AChR) antibody-positive

generalized myasthenia gravis (gMG). In addition, Alexion has two highly innovative enzyme replacement therapies for patients with life-threatening and ultra-rare metabolic disorders, hypophosphatasia (HPP) and lysosomal acid lipase deficiency (LAL-D). As the leader in complement biology for over 20 years, Alexion focuses its research efforts on novel molecules and targets in the complement cascade, and its development efforts on the core therapeutic areas of hematology, nephrology, neurology, and metabolic disorders. This press release and further information about Alexion can be found at: [www.alexion.com](http://www.alexion.com).

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### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements often include words such as "anticipate," "believe," "expect," "will," or similar expressions. Forward-looking statements are subject to factors that may cause Alexion's results and plans to differ from those expected, including the risks set forth from time to time in Alexion's filings with the U.S. Securities and Exchange Commission, including but not limited to the risks discussed in Alexion's Quarterly Report on Form 10-Q for the period ended September 30, 2017 and in our other filings with the U.S. Securities and Exchange Commission. Alexion does not intend to update any of these forward-looking statements to reflect events or circumstances after the date hereof, except when a duty arises under law.

### **Contact:**

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or

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