

AMGEN INC
Form 8-K
July 30, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

July 30, 2014

Date of Report (Date of earliest event reported)

AMGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-12477
(Commission

File Number)

95-3540776
(IRS Employer

Identification No.)

One Amgen Center Drive

Thousand Oaks, California
(Address of principal executive offices)
805-447-1000

91320-1799
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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))

Item 1.01. Entry into a Material Definitive Agreement.

On July 30, 2014, we entered into an amended and restated revolving credit agreement with Citibank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., as syndication agent, and the other banks party thereto, for a total commitment of \$2.5 billion. Financing under the revolving credit agreement is available for general corporate purposes, including as a liquidity backstop to our commercial paper program. The commitments under the revolving credit agreement may be increased by up to \$500 million in the aggregate upon our request at the discretion of the banks and subject to certain customary requirements. The commitments of each bank under the revolving credit agreement have an initial term of five years and may be extended for up to two additional one year periods upon our request at the discretion of the respective bank, subject to certain customary requirements. The revolving credit agreement amends and restates our existing revolving credit agreement dated as of December 2, 2011.

Advances under the revolving credit agreement will bear interest at an annual rate of, at our option, either (i) the applicable LIBOR rate (or EURIBOR rate for certain advances denominated in Euros) plus between 0.690% and 1.300%, depending on the rating of our senior long-term unsecured debt or (ii) the highest of (A) Citibank's base commercial lending rate, (B) the overnight federal funds rate plus 0.50% and (C) one month LIBOR plus 1.00%, plus between 0.000% and 0.300%, depending on the rating of our senior long-term unsecured debt. We have also agreed to pay a fee for committed funds under the revolving credit agreement, whether used or unused, of between 0.06% and 0.20% per annum depending on the rating of our senior long-term unsecured debt. The revolving credit agreement includes a \$300 million sub-limit for issuances of letters of credit.

The revolving credit agreement contains customary affirmative and negative covenants, including limitations on mergers, consolidations and sales of assets; limitations on liens and sales and leasebacks; limitations on transactions with affiliates and limitations on subsidiary indebtedness. In addition, the revolving credit agreement contains a maximum ratio of total debt to the sum of net worth and total debt, each on a consolidated basis.

The description of the revolving credit agreement above does not purport to be complete and is qualified in its entirety by reference to the revolving credit agreement, which is filed as an exhibit to this report.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Document Description |
|--------------------|--|
| 10.1 | Amended and Restated Credit Agreement, dated as of July 30, 2014, among Amgen Inc., the Banks therein named, Citibank, N.A., as Administrative Agent, and JPMorgan Chase Bank, N.A., as Syndication Agent. |

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.

AMGEN INC.

Date: July 30, 2014

By: /s/ David W. Meline

Name: David W. Meline

Executive Vice President and Chief Financial

Title: Officer

EXHIBIT INDEX

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