

BIOGEN IDEC INC.  
Form DEFA14A  
February 06, 2009

**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 6, 2009**

**Biogen Idec Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-19311**

(Commission  
file number)

**33-0112644**

(IRS Employer  
Identification No.)

**14 Cambridge Center, Cambridge, Massachusetts**

(Address of principal executive offices)

**02142**

(Zip Code)

Registrant's telephone number, including area code **(617) 679-2000**

**Not Applicable**

(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 8.01 Other Events.**

On February 6, 2009, Biogen Idec Inc. issued a press release reporting that it had received a notice from Icahn Partners LP and certain of its affiliates for the nomination of four individuals, Alexander J. Denner, Richard C. Mulligan, Thomas J. Deuel and David Sidransky, to Biogen Idec's Board of Directors at the company's 2009 annual meeting of stockholders. The notice also includes proposals to request the Board to change the company's jurisdiction of incorporation to North Dakota and to amend the company's bylaws to set the size of the Board at 13. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The exhibits listed on the Exhibit Index immediately preceding such exhibits are furnished as part of this Current Report on Form 8-K.

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**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 hereunto duly authorized.

**Biogen Idec Inc.**

By: /s/ Robert A. Licht  
Robert A. Licht  
Vice President and Assistant Secretary

Date: February 6, 2009

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**EXHIBIT INDEX**

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | Biogen Idec's press release dated February 6, 2009. |