

Edgar Filing: BIOGEN IDEC INC. - Form DFAN14A

BIOGEN IDEC INC.  
Form DFAN14A  
May 28, 2009

SCHEDULE 14A  
Proxy Statement Pursuant to  
Section 14(a) of the Securities Exchange  
Act of 1934 (Amendment No. \_\_\_)

Filed by the Registrant [ ]

Filed by a Party other than the Registrant [x]

Check the appropriate box:

- [ ] Preliminary Proxy Statement  
[ ] Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e) (2))  
[ ] Definitive Proxy Statement  
[X] Definitive Additional Materials  
[ ] Soliciting Material Pursuant to ss. 240.14a-12

Biogen Idec Inc.  
(Name of Registrant as Specified In Its Charter)

Carl C. Icahn  
Alexander J. Denner  
Richard C. Mulligan  
Thomas F. Deuel  
David Sidransky  
Mayu Sris  
Eric Ende  
Jeffrey Meckler  
Icahn Partners LP  
Icahn Partners Master Fund LP  
Icahn Partners Master Fund II LP  
Icahn Partners Master Fund III LP  
High River Limited Partnership  
Barberry Corp.  
Hopper Investments LLC  
Icahn Offshore LP  
Icahn Onshore LP  
Icahn Capital LP  
IPH GP LLC  
Icahn Enterprises Holdings L.P.  
Icahn Enterprises G.P. Inc.  
Beckton Corp.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rule 14a-6(i) (4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee

## Edgar Filing: BIOGEN IDEC INC. - Form DFAN14A

is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On May 28, 2009, Carl C. Icahn issued a press release. It is attached hereto as Exhibit I and is incorporated herein.

ON MAY 15, 2009, THE PARTICIPANTS FILED A DEFINITIVE PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION. SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, ALEXANDER J. DENNER, RICHARD C. MULLIGAN, THOMAS F. DEUEL, DAVID SIDRANSKY, MAYU SRIS, ERIC ENDE, JEFFREY MECKLER, ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II LP, ICAHN PARTNERS MASTER FUND III LP, HIGH RIVER LIMITED PARTNERSHIP, BARBERRY CORP. , HOPPER INVESTMENTS LLC, ICAHN OFFSHORE LP, ICAHN ONSHORE LP, ICAHN CAPITAL LP, IPH GP LLC, ICAHN ENTERPRISES HOLDINGS L.P. , ICAHN ENTERPRISES G.P. INC., BECKTON CORP. (COLLECTIVELY, THE "PARTICIPANTS") AND CERTAIN OF THEIR RESPECTIVE AFFILIATES FROM THE STOCKHOLDERS OF BIOGEN IDEC INC. FOR USE AT ITS ANNUAL MEETING, BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN THE PROXY SOLICITATION. THE DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY ARE AVAILABLE TO STOCKHOLDERS OF BIOGEN IDEC INC. FROM THE PARTICIPANTS AT NO CHARGE AND ARE ALSO AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) OR BY CONTACTING D.F. KING & CO., INC. BY TELEPHONE TOLL FREE AT 1 (800) 769-4414.

EXHIBIT I

For Immediate Release  
May 28, 2009

Contact Susan Gordon  
(212) 702-4309

ISS SUPPORTS ICAHN NOMINEES FOR BIOGEN IDEC BOARD

New York, New York - May 28, 2009: On May 23, 2009, RiskMetrics Group (Institutional Shareholder Services), an influential and leading proxy voting

## Edgar Filing: BIOGEN IDEC INC. - Form DFAN14A

advisory firm, announced its support for two of Carl C. Icahn's nominees to Biogen Idec Inc.'s board of directors. RiskMetrics recommended that stockholders of Biogen Idec vote for Dr. Alexander J. Denner and Dr. Richard C. Mulligan. In announcing its support, RiskMetrics stated: "...we conclude that the presence of dissident nominees Denner and Mulligan on the Biogen board would likely prove beneficial to long-term shareholder value."

Dr. Denner reacted to RiskMetrics' recommendation by commenting: "I am pleased to see that RiskMetrics recognizes the need for stockholder-nominated directors on Biogen Idec's board. Based on their report, it is clear that they conducted a thorough review of the company and the numerous factors involved in the current proxy contest. The fact that they concluded, and recommended, that the path forward for Biogen Idec's board should include stockholder-nominated directors is very good news for all stockholders."

We urge stockholders to vote the GOLD proxy card FOR Dr. Denner, Dr. Mulligan, Dr. David Sidransky and Dr. Thomas F. Deuel. Stockholders should be advised that they CANNOT use the WHITE proxy card to vote for any of Dr. Denner, Dr. Mulligan, Dr. Sidransky or Dr. Deuel. Also, stockholders CANNOT use the WHITE proxy card to follow the recommendation of RiskMetrics. Stockholders who want to follow the RiskMetrics recommendation must use the GOLD proxy card. Please use the GOLD proxy card to support our nominees.

If any stockholder has any questions about voting its shares, please call Edward McCarthy of D.F. King & Co., Inc., at (212) 269-5550.

ON MAY 15, 2009, THE PARTICIPANTS FILED A DEFINITIVE PROXY STATEMENT WITH THE SECURITIES AND EXCHANGE COMMISSION. SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL C. ICAHN, ALEXANDER J. DENNER, RICHARD C. MULLIGAN, THOMAS F. DEUEL, DAVID SIDRANSKY, MAYU SRIS, ERIC ENDE, JEFFREY MECKLER, ICAHN PARTNERS LP, ICAHN PARTNERS MASTER FUND LP, ICAHN PARTNERS MASTER FUND II LP, ICAHN PARTNERS MASTER FUND III LP, HIGH RIVER LIMITED PARTNERSHIP, BARBERRY CORP. , HOPPER INVESTMENTS LLC, ICAHN OFFSHORE LP, ICAHN ONSHORE LP, ICAHN CAPITAL LP, IPH GP LLC, ICAHN ENTERPRISES HOLDINGS L.P. , ICAHN ENTERPRISES G.P. INC., BECKTON CORP. (COLLECTIVELY, THE "PARTICIPANTS") AND CERTAIN OF THEIR RESPECTIVE AFFILIATES FROM THE STOCKHOLDERS OF BIOGEN IDEC INC. FOR USE AT ITS ANNUAL MEETING, BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN THE PROXY SOLICITATION. THE DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY ARE AVAILABLE TO STOCKHOLDERS OF BIOGEN IDEC INC. FROM THE PARTICIPANTS AT NO CHARGE AND ARE ALSO AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov) OR BY CONTACTING D.F. KING & CO., INC. BY TELEPHONE TOLL FREE AT 1 (800) 769-4414.