

BIOGEN IDEC INC.  
Form DFAN14A  
May 19, 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

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

Definitive Additional Materials

Soliciting Material Pursuant to §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):

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:

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2) Aggregate number of securities to which transaction applies:

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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 is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

---

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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 19, 2009, the Participants (as defined below), distributed a presentation to stockholders of Biogen Idec Inc. The presentation is attached hereto as Exhibit I and is incorporated herein by reference. In addition, on May 19, 2009, the Participants distributed a memorandum to stockholders of Biogen Idec Inc. The memorandum is attached hereto as Exhibit II and is incorporated herein by reference.

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.

Biogen Idec  
Investor Presentation  
May 2009  
EXHIBIT I

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Special note regarding presentation

This presentation includes information based on data found in filings with the SEC, independent industry publications and other sources. Although we believe that the data is reliable, we do not guarantee the accuracy or completeness of this information and have not independently verified any such information. We have not sought, nor have we received, permission from any third-party to include their information in this presentation.

Many of the statements in this presentation reflect our subjective belief. Although we have reviewed and analyzed the information that has informed our opinions, we do not guarantee the accuracy of any such beliefs.

Sections of this presentation refer to the experience of our nominees for director at Biogen Idec Inc. during their tenure as directors of ImClone Systems Inc. We believe their experience at ImClone was a success and resulted in an increase in shareholder value that benefited all shareholders. However, their success at ImClone is not necessarily indicative of future results at Biogen Idec if our nominees were to be elected to the Biogen Idec Board of Directors.

All stockholders of Biogen Idec are advised to read the definitive proxy statement, the gold proxy card and other documents related to the solicitation of proxies by the Participants from the stockholders of the Company for use at the 2009 annual meeting of stockholders of the Company because they contain important information. The definitive proxy statement and form of proxy along with other relevant documents, are available at no charge on the SEC's website at <http://www.sec.gov> or by contacting D.F. King & Co., Inc. by telephone toll free at 1-800-769-4414 or by visiting their website at <http://www.dfking.com/BIIB>. In addition, the Participants will provide copies of the definitive proxy statement without charge upon request.

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Agenda

Situation Overview

-

Strategic failures

-

Operational failures

-

Business development failures

-

Research & development failures

Our Qualifications & Proposals

-

Biographies of our nominees

-

ImClone Systems case study

-

Proposals for Biogen Idec



4

We strongly believe Biogen Idec needs better management

Biogen Idec has a collection of **valuable assets**

- AVONEX for relapsing multiple sclerosis and TYSABRI for MS and Crohn's disease, \$2.8B of 2008 sales
- RITUXAN for B-cell non-Hodgkin's lymphoma and rheumatoid arthritis, \$1.1B of 2008 sales
- Promising pipeline (BG-12, Lixivaptan, ADENTRI, etc.) and biologics manufacturing facilities

Board and management have failed to achieve the full potential of Biogen Idec

- Biogen IDEC merger has not created much value

- Management has failed shareholders strategically and operationally

- Weak business development and research & development efforts inhibit company's prospects

Quality of board and management **especially crucial today**

- R&D organization needs to be reinvigorated; Strategic review of pipeline needs to be conducted

- Cost structure needs to be examined and partner relations need to be revitalized

- Product sales growth likely to slow

- Board needs to evaluate possibility of separating assets in order to enhance value

- Management not aligned with shareholder interests

Electing our directors could **maximize shareholder value**

-

Our  
slate  
will  
press  
hard  
for  
management  
accountability  
and  
will  
provide  
experienced  
oversight

-

Our nominees  
experience with ImClone Systems useful to Biogen Idec

-

Specifically,  
we  
recharged  
partner  
relations,  
optimized  
the  
cost  
structure  
and  
rebuilt  
the  
pipeline

Better management of Biogen Idec assets will  
enhance value for all shareholders

5

We believe leadership has failed on many dimensions

Strategic

Biogen

IDEC merger has

not created much value

Announced merger

synergies never

materialized

Management turnover

makes consistent strategy

and execution difficult

Operational

Avonex lost US market

leadership

Failed to manage Avonex

product lifecycle

AMEVIVE never lived up to

management's stated

projections

TYSABRI goals also overly

aggressive

Five year stock

performance has trailed

peer group

Business Development

Is Biogen Idec defending its

MS franchise?

Is it defending the oncology

franchise?

Management has signed

only a few licensing deals

over last five years

Research & Development

Research and development

productivity worst in peer  
group

Lack of R&D focus apparent  
when comparing employee  
base with peers

Pipeline has failed to show  
meaningful progress

Biogen Idec has launched  
no new drugs since 2004

Pipeline lacks strategic  
focus

PEGylation is hardly a  
breakthrough

6

Biogen and IDEC supposedly merged to accelerate growth & create shareholder value

Source: Company documents

Key products

Pipeline

Therapeutic focus

2002 financials

Year founded

Employees

Biogen, Inc.

Avonex for relapsing MS

Amevive for chronic plaque psoriasis

Anti-inflammatory products in Amevive  
and Antegren (now Tysabri)

6 product candidates in human trials

Focus on neurology and dermatology

Growing expertise in oncology

Revenues of \$1,148M

Net income of \$242M

1978

2,700 people worldwide  
IDEC Pharmaceuticals

Rituxan  
for  
non-Hodgkin s  
lymphoma

Zevalin  
for  
non-Hodgkin s  
lymphoma

Rituxan for new indications

4 product candidates in human trials

Focus on oncology and rheumatology

Growing expertise in autoimmune and  
inflammatory diseases

Revenues of \$404M

Net income of \$148M

1985

1,000 people worldwide  
Headquarters

Cambridge, MA

San Diego, CA

Strategy

Operational

Bus. Dev.

R&D

Bringing our companies together accelerates both companies' strategic plans and creates a biotechnology leader with the products, pipeline, infrastructure and financial resources to grow faster and **create sustainable shareholder**

value

beyond

what

either

company

could

achieve

separately.

James Mullen, Chairman and CEO of Biogen

7

However, merger has failed to create much value

Note: Current price from April 2009; Change in equity value is growth from Q4 2003 to April 2009

Source: Bloomberg; Company documents

Biogen -

IDEC

merger closed

Nov. 2003

Strategy

Operational

Bus. Dev.

R&D

Change in

equity value

Q4 2003

equity value

Genentech

Gilead Sciences

Celgene

Biogen

Idec

\$101B



\$43B

\$18B

\$15B

0

25

50

75

100

Current equity value (\$M)

8  
Announced merger synergies never materialized  
Note: 2003  
operating  
expenses  
based  
on  
first  
nine  
months  
of  
2003  
annualized  
(pre-merger);  
\$75M  
target  
synergies  
based  
on  
\$300M cumulative target for 2004-2007  
Source: Company documents  
Expenses

exceeded  
target by  
\$276M  
Strategy  
Operational  
Bus. Dev.  
R&D  
IDEC  
Biogen  
Biogen  
Idec  
Biogen  
Idec  
2003  
Target  
synergies  
2004  
Target  
2004  
Actual  
\$1,065M  
-\$75M  
\$990M  
\$1,266M  
0  
500  
1,000  
\$1,500M  
Biogen  
Idec operating  
expenses (\$M)  
2004  
2005  
2006  
2007  
\$276M  
\$402M  
\$413M  
\$711M  
0  
200  
400  
600  
\$800M  
Biogen  
Idec operating expenses  
in excess of target (\$M)

9

Management turnover makes consistent strategy and execution difficult

Note: Bold & shading denotes turnover since 2003

Source: Company documents

Position / Department

Chairman

CEO

CFO

COO

Research & development  
Officer in 2003

William Rastetter

James Mullen

Peter Kellogg

William Rohn

Nabil Hanna (Research)

Burt Adelman (Development)  
Officer Today

Bruce Ross

James Mullen

Paul Clancy

Robert Hamm

Cecil Pickett  
Lack of management continuity helps  
contribute to lack of consistent strategy  
Strategy  
Operational  
Bus. Dev.  
R&D

10

We believe leadership has failed on many dimensions  
Strategic

Biogen  
IDEC merger has  
not created much value

Announced merger  
synergies never  
materialized

Management turnover  
makes consistent strategy  
and execution difficult

Operational

Avonex lost US market leadership

Failed to manage Avonex product lifecycle

AMEVIVE never lived up to management's stated projections

TYSABRI goals also overly aggressive

Five year stock performance has trailed peer group  
Business Development

Is Biogen Idec defending its MS franchise?

Is it defending the oncology franchise?

Management has signed only a few licensing deals over last five years  
Research & Development

Research and development productivity worst in peer group

Lack of R&D focus apparent when comparing employee base with peers

Pipeline has failed to show meaningful progress

Biogen Idec has launched no new drugs since 2004

Pipeline lacks strategic focus

PEGylation is hardly a breakthrough

Strategy  
Operational  
Bus. Dev.  
R&D



11

AVONEX lost US market leadership to COPAXONE,  
others also grew market share

Note: Data for US; Market share based on number of prescriptions

Source: Deutsche Bank

AVONEX lost 14% market share and  
ceded US market leadership to

COPAXONE

Strategy

Operational

Bus. Dev.

R&D

AVONEX

BETASERON

COPAXONE

REBIF

0

10

20

30

40

50%

MS Rx market share %

Apr-05

42%

14%

29%

15%

Mar-09

28%

15%

37%

20%

Change %

-14%

1%

8%

5%

12

Biogen Idec has failed to manage Avonex product  
lifecycle

Source: FDA; Company documents

?

Strategy

Operational

Bus. Dev.

R&D

MedImmune

Genentech

Genentech

Roche

Amgen

Amgen

Biogen

Idec

2

4

6

10

11  
12  
0  
5  
10  
15  
20

Years until Second Generation launch

Second

Generation

First

Generation

Synagis

Respigam

TNKase

Activase

Nutropin

Depot

Nutropin

Mircera

NeoRecormon

Neulasta

Neupogen

Aranesp

Epogen/Procrit

PEG-IFNB

Avonex

13

AMEVIVE never lived up to management's stated  
projections

Source: North Carolina Biotechnology Center, Feb. 2003; Company documents

After failing to achieve April 2003 projections,  
management sold AMEVIVE for \$60M in March 2006

Strategy

Operational

Bus. Dev.

R&D

2003

2006

\$85M

\$40M

\$500M

\$12M

0

100

200

300

400

\$500M

AMEVIVE sales (\$M)

April 2003

Projections

Actual

14

TYSABRI goals also overly aggressive

Source: Reuters, Feb. 2009; Company documents

In Sep. 2007, management expected 100K patients on TYSABRI by

2010 year-end; In Feb. 2009, management said it would be

difficult

to achieve the original 100K projection

Strategy

Operational

Bus. Dev.

R&D

Actual

Sep. 2007 Projections

2009

2010

37K

100K

0

20

40

60

80

100K

TYSABRI patients (K)



15

Five year stock performance has trailed peer group

Note: BTK represents AMEX Biotechnology Index

Source: Bloomberg; Company documents

Biogen Idec has underperformed peers

Strategy

Operational

Bus. Dev.

R&D

Genentech

Gilead

Sciences

Celgene

Biogen

Idec

BTK

Apr-04

Apr-05

Apr-06

Apr-07

Apr-08

Apr-09

0

100

200

300

400

500

Stock performance

Change %

61%

205%

177%

-24%

10%

16

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Strategy  
Operational  
Bus. Dev.  
R&D

17

Business development vital to future prospects

Companies must defend and strengthen franchises within core therapeutic areas

It seems Biogen Idec **has done very little** to defend or strengthen its oncology and MS franchises

-

Competitors active in both therapeutic areas

Lack of business development limits future growth prospects

Strategy

Operational

Bus. Dev.

R&D

18

Is Biogen Idec defending its MS franchise?

Source: InVivo Deals database

Biogen Idec has **not** participated in any of the approximately dozen multiple sclerosis business development opportunities over the last year

Competitor MS deals in 2008 included:

Acquirer

Merck Serono

Novartis

Merck Serono

Teva

Eli Lilly

Counterparty

Apitope Technology

Peptimmune

Bionomics AGM

Antisense Therapeutics

BioMS Medical

Strategy

Operational

Bus. Dev.

R&D

19

Is it defending the oncology franchise?

Source: InVivo Deals database

Biogen Idec has executed **only one** of the approximately 150 cancer business development opportunities over the last year

Competitor oncology deals in 2008 included:

Acquirer

Bristol Myers

Roche

Pfizer

Merck

Sanofi Aventis

Counterparty

Exelixis

ThromboGenics

Aureon Laboratories

Celera

Dyax Corp.

Strategy

Operational

Bus. Dev.

R&D



20

Management has completed only five product in-licensing deals in five years

Source: Company documents

Date

August 2005

October 2006

July 2007

October 2008

September 2006

Partner

Protein Design Labs

UCB

CardioKine

Genentech

mondoBiotech  
Product

fontolizumab

daclizumab

volociximab

CDP323

lixivaptan

GA101

aviptadil  
Consideration

\$40M upfront

\$100M investment in  
Protein Design Labs  
stock

\$30M upfront

\$50M upfront

\$31M upfront

\$13M upfront  
Only five product licensing deals  
over last five years

Strategy  
Operational  
Bus. Dev.  
R&D

21

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breakthrough  
Strategy  
Operational  
Bus. Dev.  
R&D

22

Biogen Idec research and development productivity

worst in peer group

Note: 5 and 10 year charts represent cumulative gross profits and R&D spending

Source: Company documents

Strategy

Operational

Bus. Dev.

R&D

Gilead

Sciences

Genen-

tech

Amgen

Genzyme

Biogen

Idec

5.9X

4.1X

4.0X

3.6X

3.2X

3.0  
4.0  
5.0  
6.0X  
5 year gross  
profit / 5 year R&D  
Gilead  
Sciences  
Genen-  
tech  
Amgen  
Genzyme  
Biogen  
Idec  
5.0X  
3.9X  
3.9X  
3.5X  
3.1X  
3.0  
4.0  
5.0  
6.0X  
10 year gross  
profit / 10 year R&D

23

Lack of R&D focus apparent when comparing  
employee base with peers

Note: Employees

as

of

December

2008;

Genentech

estimate

based

on

estimated

retention

costs

Source: Company documents; Industry estimates

Strategy

Operational

Bus. Dev.

R&D

Other



employees  
R&D  
employees  
Celgene  
Genentech  
Amgen  
Gilead  
Sciences  
Biogen  
Idec  
2,441  
11,186  
16,900  
3,441  
4,700  
0  
20  
40  
60  
80  
100%  
Employees  
R&D %  
of total  
55%  
51%  
46%  
40%  
16%

24

Failure to advance pipeline

Note: Bold & shading denotes  
no apparent progress since 2006

Source: Company documents

Compound

BG-12

Galiximab

Lumiliximab

Ocrelizumab

Lixivaptan

ADENTRI

BIIB014

Daclizumab

CDP323  
Ocrelizumab  
Volociximab  
HSP90  
GA101  
Aviptadil  
Therapeutic Area

Relapsing MS

Relapsed NHL

Relapsed CLL

RA

Hypnoatremia

CHF

Parkinson s

MS

MS

MS

NSCLC

Oncology

NHL

PAH  
2006

Phase 3

Phase 3

Phase 2/3

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 1

Phase 2

Phase 2

Phase 1

Phase 1

Phase 2

Today

Phase 3

Phase 3

Phase 2/3

Phase 3

Phase 3

Phase 3

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Phase 2

Pipeline has made little progress

Strategy

Operational

Bus. Dev.

R&D

25

Biogen Idec is the only major biotech company with no new drugs since 2004

Source: FDA

Strategy

Operational

Bus. Dev.

R&D

Genzyme

Amgen

Gilead

Genentech

Celgene

Biogen

Idec

3

2

2

1

1

0

0

1

2

3

Drug

launches since 2004

Drugs

Mozobil

Renvela

Myozyme

Vectibix

Nplate

Letairis

Atripla

Lucentis

Revlimid

26

During that same period, 23 new oncology drugs  
have been launched

Source: CenterWatch

Strategy

Operational

Bus. Dev.

R&D

2004

2005

2006

2007

2008

2009 YTD

6

2

4

6

4

1

0  
1  
2  
3  
4  
5  
6

Oncology drug launches

Drug

Alimta

Avastin

Clolar

Erbix

Sensipar

Tarceva

Arranon

Nexavar

Gardasil

Sprycel

Sutent

Vectibix

Evista

Hycamtin

Ixempra

Tasigna

Torisel

Tykerb

Degarelix

Mozobil

Sancuso

Treanda

Afinitor



27

Pipeline seems to lack strategic focus

Source: Company documents

Autoimmune /

Inflammation

Cardiovascular

Hemophilia

Antiviral

Neurosciences

Oncology

Biogen Idec

Genentech

Gilead Sciences

Celgene

Strategy

Operational  
Bus. Dev.  
R&D

28

PEGylation is hardly a breakthrough

Note: Enzon launched Adagen in 1990

Source: FDA

PEGylation was a mature, established technology in the 1990 s; Adagen approved in 1990

19 years after launch of first PEGylated protein, Biogen Idec still has not launched PEG-IFNB

?

Strategy

Operational

Bus. Dev.

R&D

Enzon  
Johnson  
& Johnson  
Schering  
Plough  
Roche  
Amgen  
Biogen  
Idex  
4  
5  
11  
12  
12  
0  
5  
10  
15  
20  
25  
Years  
since  
launch  
of  
first  
PEGylated  
Protein  
Drug  
Oncaspar  
Doxil  
PegIntron  
Pegasys  
Neulasta  
PEG-IFNB

29

CEO Mullen paid well

Note: Equity compensation = stock + option grants as valued in relevant proxy

Source: Company documents

Other

Equity

Bonus

Salary

2004

2005

2006

2007

2008

\$15.2M

\$16.2M

\$12.3M

\$9.0M

\$10.1M

0

5

10

15

\$20M

CEO compensation (\$M)

Year end

stock price

\$66.61

\$45.28

\$49.19

\$56.92

\$47.63

30

James Mullen sold ~\$85M of stock since merger at average price of ~\$59 per share

Source: Company documents

\*

Represents stock sales by James Mullen

0

20

40

60

80

Biogen

Idec stock price (\$)

0

10

20

30

40

\$50M

Proceeds (\$M)

31

Are board and management aligned with you?

In our opinion, management ran a flawed auction process last year

-

Board severely limited due diligence opportunities

-

Refused to allow bidders access to Elan until bidders submitted a firm and binding offer

-

At least one bidder was denied its request to speak with Elan which may have caused that bidder to walk away from the process

-

Board minutes that Biogen provided to us under court order last year show what we consider to be a poorly designed process that lacked active Board oversight

Same management and Board that ran the 2007 sales process continue to run the company today. How would they treat a bidder in 2009? Is shareholder value a priority for this Board?

32

Who is most aligned with your interests?

Source: Company documents

Icahn Parties

Board & management

Class 3 directors

up for election

16,075,256

778,198

14,700

0

5,000,000

10,000,000

15,000,000

20,000,000

Biogen

Idec shares owned



33

Agenda

Situation Overview

-

Strategic failures

-

Operational failures

-

Business development failures

-

Research & development failures

Our Qualifications & Proposals

-

Biographies of our nominees

-

ImClone Systems case study

-

Proposals for Biogen Idec

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Our nominees helped deliver results at ImClone

Name

Alex Denner

Thomas Deuel

Richard Mulligan

David Sidransky

Education

M.S., M.Phil., Ph.D. from Yale University

S.B. from Massachusetts Institute of Technology

M.D. from Columbia University

A.B. from Princeton University

Ph.D. from Department of Biochemistry at Stanford  
University School of Medicine

B.S. from Massachusetts Institute of Technology

M.D. from Baylor College of Medicine

B.A. from Brandeis University

Relevant experience

Managing Director, Icahn Partners

Director, Adventrx Pharmaceuticals

Former Portfolio Manager, Viking Global Investors

Former Portfolio Manager, Morgan Stanley

Former Director and Chairman of Executive Committee,  
ImClone Systems

Professor of Molecular and Experimental Medicine and Cell  
Biology, Scripps Research Institute

Professor Emeritus, Harvard Medical School

Former Director, Division of Growth Regulation at Beth

Israel Hospital

Former Professor of Medicine and Biochemistry and Head of Oncology Services, Washington University School of Medicine

Former Director, ImClone Systems

Mallinckrodt Professor of Genetics, Harvard Medical School

Director of Harvard Gene Therapy Initiative

Former Professor of Molecular Biology, Massachusetts Institute of Technology

Founder, Somatix Therapy Corporation

Member of Scientific Advisory Board, Cell Genesys

Former Director and Member of Executive Committee, ImClone Systems

Director of Head and Neck Cancer Research Division, Johns Hopkins University School of Medicine

Chairman, Champions Biotechnology

Former Member of Scientific Advisory Board for MedImmune, Telik, Roche and Amgen

Former Director, ImClone Systems

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ImClone shares dramatically outperformed during new executive committee tenure

Note: Executive committee of Alex Denner and Richard Mulligan formed Oct. 2006; ImClone Systems sold to Eli Lilly in Nov 2008

Source: Bloomberg

Oct-06

Nov-08

\$31.00

\$70.00

0

20

40

60

\$80

ImClone

Systems

share price (\$)

Change %

126%

Oct-06

Nov-08

\$44.94

\$40.64

0

20

40

60

\$80  
Biogen  
Idc  
share price (\$)  
Change %  
-10%

36

Long term focus to build ImClone shareholder value

Note: Graph represents month-end stock and index prices

Source: Bloomberg

Alex Denner

becomes

chairman of

executive

committee

ImClone

receives and

rejects takeover

bid

ImClone

acquired by Eli

Lilly for \$70 per

share

July 31, 2008

ImClone receives

\$60 offer from

Bristol-Myers

Squibb

Bristol-Myers

Squibb & ImClone

expand ERBITUX

development  
Jun-06  
Sep-06  
Dec-06  
Mar-07  
Jun-07  
Sep-07  
Dec-07  
Mar-08  
Jun-08  
Sep-08  
0  
20  
40  
60  
\$80  
ImClone  
stock price (\$)  
0  
500  
1,000  
1,500  
2,000  
S&P 500 Index

37

New executive committee enhanced value at ImClone

New executive committee, including Alex Denner and Richard Mulligan, formed in October 2006

Embarked on a comprehensive review of the company's operations which led to the following courses of action:

- Recharged partner relations
- Optimized cost structure
- Rebuilt product pipeline
- Changed culture
- Settled litigation



38

Recharged ImClone  
partner relations and optimized  
cost structure

Note: CRO s = Contract Research Organizations

Recharged partner relations

-

Partnership with Bristol-Myers Squibb had deteriorated due to prior management neglect

-

Initiated dialogue and led negotiations, ultimately leading to new agreement with Bristol-Myers Squibb that expanded Erbitux s development with no change to ImClone economics

-

From 2005 to 2007, ERBITUX sales grew by 41% annually and ImClone royalty revenue grew by 37% annually

Optimized cost structure

-

ImClone cost structure had not been appropriate for company needs

-

Executive  
committee  
reallocated

costs,

shifting

SG&A

spending

by

expanding

sales

force

for tactical reasons while reducing overhead costs

-

Margin expansion and capex reduction led to substantial free cash flow growth

-

Increased spending on R&D and salesforce was funded through savings on corporate costs

(re-negotiating

with

CROs,

transportation

costs,

smarter

purchasing,

etc.)

39

Rebuilt pipeline, changed culture and settled litigation

Rebuilt product pipeline

-

Industry had poor perception of ImClone pipeline and research and development efforts

-

Executive committee conducted top-down review of pipeline

Significantly increased investments in particularly promising candidates such as 1121B, A12, 11F8 and others

Cancelled programs where the return on investment was poor

-

Pipeline cited as major strategic rationale for whole company acquisition

Changed culture

-

ImClone morale poor due to lack of strategic direction from prior management

-

Took steps to institute a new culture

Emphasis on cash flow

Investment in R&D

Gave responsibility to scientists and clinicians

Settled litigation

-

Settled litigation including Yeda, Abbott and Repligen

40

From 2005 to 2007, ImClone royalty revenue grew by  
37% annually

Note: 2005 most recent full year prior to formation of new executive committee; 2007 most recent full year available; Collab.  
reimb. represents collaborative agreement reimbursements; Manuf. represents manufacturing revenues

Source: UBS, January 2008; UBS, April 2008; Company documents

EU

USA

2005

2007

\$678M

\$1,348M

0

500

1,000

\$1,500M

WW ERBITUX sales (\$M)

05-07

CAGR

29%

57%

41%

Collab.

reimb.

Manuf.

License

fees &  
milestones  
Royalties  
2005  
2007  
\$383M  
\$591M  
0  
200  
400  
\$600M  
ImClone  
revenue (\$M)  
05-07  
CAGR  
37%  
3%  
39%  
5%  
24%

41

Tighter cost controls contributed to higher free cash flow

Note: 2005 most recent full year prior to formation of new executive committee; 2007 most recent full year available; EBIT excludes

one-time

charges;

FCF

represents

free

cash

flow;

Capex

represents

capital

expenditures;

FCF

=

EBITDA

-

Capex

Source: Company documents

EBIT

COGS

Royalties

SG&A

Research & development

2005  
2007  
100%  
100%  
0  
20  
40  
60  
80  
100%  
ImClone  
% of revenue  
EBIT  
margin %  
23%  
27%  
2005  
FCF  
EBITDA  
growth  
Capex  
reduction  
2007  
FCF  
\$16M  
\$93M  
\$74M  
\$183M  
0  
50  
100  
150  
\$200M  
ImClone  
FCF (\$M)

42

Increased R&D investment to improve pipeline and future competitive position

Note: 2005 most recent full year prior to formation of new executive committee; 2007 most recent full year available

Source: Company documents

2005

2007

\$145M

\$194M

0

50

100

150

\$200M

ImClone

R&D spend (\$M)

R&D %

of sales

38%

33%

05-07

CAGR

16%

Other

Pancreatic

Non-small

cell lung  
Head  
& neck  
Colorectal  
2005  
2007  
34  
44  
0  
10  
20  
30  
40  
50  
ImClone  
product  
candidates



43

Increased R&D investment improved pipeline

Phase 1

Phase 2

Phase 3

1121b:

2005 status

2008 status

A12:

2005 status

2008 status

11F8:

2005 status

2008 status

18F1:

Pre-clinical

2008 status

UCB:  
2005 status  
Exited

44

We believe ImClone and Biogen Idec situations  
analogous

Partner relations

Cost structure

Product pipeline

Strategic direction

Litigation

ImClone Systems

Relationships with Bristol Myers Squibb were  
strained

Renegotiated agreement with BMS, leading to  
increased support and sales

Cost structure was not appropriate for  
company needs

Reallocated costs, led to margin expansion and free cash flow growth

Pipeline poorly regarded by industry

Conducted review and increased investments in certain candidates

Pipeline key rationale for acquisition

Strategic direction lacking and morale poor as a result

Installed new leadership and established clear strategic priorities

Settled litigation including Yeda, Abbott, and Repligen  
Biogen Idec

Relationships with Genentech, Roche and Elan could be improved

Excluding Rituxan, operating margins below peers

Pipeline has not advanced significantly over last five years

Poor product lifecycle management

Strategic direction unclear as focus diffused over too many therapeutic areas

Adverse Genentech arbitration settlement is valuation overhang

Electing our directors with directly relevant experience could help Biogen Idec

45

We have several proposals

Board should study potential splitting of Biogen Idec into  
neurology-focused and cancer-focused companies

Examine cost structure

Prioritize, improve focus, and re-invigorate R&D efforts

Improve partner relationships

46

Board should evaluate whether separating assets will enhance value

NF Co. had \$2,926M of 2008 sales

NF Co. assets include the following:

-

Key products include AVONEX and TYSABRI

-

Related pipeline such as BG-12, Lixivaptan, ADENTRI and other neurology and cardiovascular product candidates

-

Biologics manufacturing plants in North Carolina, Massachusetts and Denmark

-

Majority of existing research &

development infrastructure and sales force

-

Collaboration with Elan on TYSABRI

NF Co. will benefit from improved focus  
on core neurology competency  
Neurology-Focused Company

CF Co. had \$1,172M of 2008 sales

CF Co. assets include the following:

-

Key products include RITUXAN and  
FUMADERM

-

Related pipeline such as galiximab,  
lumiliximab, ocrelizumab and other  
oncology and autoimmune product  
candidates

-

Collaboration with Genentech in the US,  
Zenyaku and Chugai in Japan and Roche  
in the rest of the world

CF Co. will benefit from improved focus  
on core oncology competency  
Cancer-Focused Company

Separating Biogen assets could enhance shareholder value  
as management focus should improve

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Separated assets have different growth profiles

Source: Goldman Sachs, March 2009; Company documents

CF Co.

NF Co.

2004

2005

2006

2007

2008

2009E

2010E

\$2,212M

\$2,423M

\$2,683M

\$3,172M

\$4,098M

\$4,402M

\$4,451M

0

1,000

2,000

3,000

4,000

\$5,000M

Biogen

Idec revenue (\$M)



48

Separated assets viable as standalone companies

Amgen

Genentech

Gilead

Sciences

Genzyme

NF Co.

Celgene

CF Co.

\$15.0B

\$13.4B

\$5.3B

\$4.6B

\$2.9B

\$2.3B

\$1.2B

0

5

10

\$15B

2008 revenue (\$B)

Equity

value (\$B)

\$51B

\$101B

\$43B

\$16B

?

\$18B

?

49

Overhead spending can be reduced

Note: Peer group includes Genentech, Amgen, Gilead Sciences and Celgene

Source: Company documents

In 2008, Biogen Idec spent 23% of sales on selling, general and administrative expenses

-

Median biotech company = 21%

-

Best in class company = 15%

Reducing overhead spending will improve cash flows

-

Applying median SG&A % of sales generates \$46M of cost savings

-

Applying best in class SG&A % of sales generates \$309M of cost savings

Overhead assumptions

Biogen

Idec  
Median  
Best in  
class  
23%  
21%  
15%  
0  
5  
10  
15  
20  
25  
30%  
2008 SG&A %  
of sales (%)

50

We would push hard to reinvigorate R&D and improve productivity

- Identify most promising products

- Focus investment in key therapeutic areas

- Rationalize pipeline products not part of overall strategy

51

Electing our directors could help maximize  
shareholder value

Board and management have failed to achieve the full potential  
of Biogen Idec

Quality of board and management especially crucial today

Electing our directors could help maximize shareholder value

Better management of Biogen Idec assets

will enhance value for all shareholders

52

We have shown that management has failed shareholders strategically and operationally, resulting in a company not well positioned for future challenges!

**ICAHN CAPITAL LP**

We believe Biogen Idec is a company with valuable assets that has failed to achieve its full potential. The company faces several challenges including an R&D organization that needs reinvigoration, a key product that has ceded market leadership and market share, and a cost structure that needs examination. Biogen Idec's ability to successfully address these and other challenges would improve from the fresh perspective of our experienced and qualified director nominees who helped create substantial value at ImClone Systems.

We believe leadership has failed on many fronts:

The Biogen Idec merger created little equity value slide 7

Avonex has lost US multiple sclerosis market leadership slide 11

Biogen Idec has failed to manage the Avonex product lifecycle slide 12

TYSABRI is not achieving management's goals slide 14

Five year stock performance has trailed peer group slide 15

In the past five years, there have been few in-licensing deals slide 20

Research and development productivity worst in the peer group slide 22

Product pipeline has failed to show meaningful progress slide 24

Biogen Idec has launched no new drugs since 2004 slide 25

Our proposals include:

Board should study potential splitting of Biogen Idec into neurology-focused and cancer-focused companies

Examine cost structure and improve partner relationships

Prioritize, improve focus and reinvigorate R&D efforts

Our experienced director nominees successfully helped effect change at ImClone Systems which resulted in substantial value creation. We believe the ImClone and Biogen Idec situations are analogous and drawing upon our nominees' ImClone experience will benefit all Biogen Idec stockholders. Specifically, at ImClone, the board (including all four of our director nominees) recharged partner relations, optimized the cost structure, rebuilt the product pipeline, settled litigation, and improved the culture.

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In summary, we believe current Biogen Idec leadership has failed to achieve the company's full potential. The quality of board and management are especially crucial today. Electing our qualified and experienced directors could help maximize stockholder value.

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.