

SECURITIES AND EXCHANGE COMMISSION

FORM S-3MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-3

Filing Date: **1998-07-22**
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FILER

AMYLIN PHARMACEUTICALS INC

CIK: **881464** | IRS No.: **330266089** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-3MEF** | Act: **33** | File No.: **333-59639** | Film No.: **98669988**
SIC: **2834** Pharmaceutical preparations

Mailing Address
9373 TOWNE CENTRE DR
SAN DIEGO CA 92121

Business Address
9373 TOWNE CENTRE DR
SAN DIEGO CA 92121
6195522200

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 22, 1998
REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMYLIN PHARMACEUTICALS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>
<S> DELAWARE <C> 33-0266089
(STATE OR OTHER JURISDICTION (I.R.S. EMPLOYER
OF INCORPORATION OR ORGANIZATION) IDENTIFICATION NUMBER)
</TABLE>

9373 TOWNE CENTRE DRIVE
SAN DIEGO, CALIFORNIA 92121
(619) 552-2200
(ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JOSEPH C. COOK, JR.
CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD
AMYLIN PHARMACEUTICALS, INC.
9373 TOWNE CENTRE DRIVE
SAN DIEGO, CALIFORNIA 92121
(619) 552-2200
(NAME, ADDRESS, INCLUDING ZIP CODE AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
AGENT FOR SERVICE)

COPIES TO:

THOMAS A. COLL, ESQ.
ERIC J. LOUMEAU, ESQ.
COOLEY GODWARD LLP
4365 EXECUTIVE DRIVE, SUITE 1100
SAN DIEGO, CA 92121

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

<TABLE>

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$.001 par value.....	400,000 shares	\$3.50	\$1,300,00	\$384

</TABLE>

(1) The proposed maximum offering price per share is based on the proposed offering price for the shares of the Company's Common Stock offered hereby.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT THAT SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-3 (FILE NO. 333-58831)

Amylin Pharmaceuticals, Inc. (the "Company") hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3, as amended (File No. 333-58831), declared effective on July 22, 1998 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein.

CERTIFICATION

The Company hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$384 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on July 23, 1998); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank on July 23, 1998.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on July 22, 1998.

AMYLIN PHARMACEUTICALS, INC.

By: /s/ JOSEPH C. COOK, JR.

 Joseph C. Cook, Jr.
 Chief Executive Officer and
 Chairman of the Board of Directors
 (Principal Executive Officer and
 Principal Financial Officer)

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<TABLE>
 <CAPTION>

SIGNATURE TITLE DATE

<S>	<C>	<C>
----- /s/ JOSEPH C. COOK, JR. ----- Joseph C. Cook, Jr.	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer and Principal Financial Officer)	July 22, 1998
* ----- Karl H. Olsen	Treasurer and Controller (Principal Accounting Officer)	July 22, 1998
* ----- James C. Blair	Director	July 22, 1998
* ----- James C. Gaither	Director	July 22, 1998
* ----- Ginger L. Graham	Director	July 22, 1998
* ----- Howard E. Greene, Jr.	Director	July 22, 1998
* ----- Vaughn M. Kailian	Director	July 22, 1998
*By: /s/ JOSEPH C. COOK, JR. ----- Joseph C. Cook, Jr. Attorney-in-fact		

</TABLE>

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INDEX TO EXHIBITS

Exhibit Number -----	Description -----
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Cooley Godward LLP, Reference is made to Exhibit 5.1.

[COOLEY GODWARD LLP LETTERHEAD]

July 22, 1998

AMYLIN PHARMACEUTICALS, INC.
9373 Towne Centre Drive
San Diego, CA 92121

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by AMYLIN PHARMACEUTICALS, INC. (the "Company") of a Registration Statement on Form S-3 (the "Abbreviated Registration Statement"), with the Securities and Exchange Commission in connection with the proposed issuance and sale of up to 400,000 shares of the Company's Common Stock (the "Shares") as described in the Abbreviated Registration Statement. The Shares are to be purchased by certain institutional and individual investors together with the shares registered pursuant to Registration Statement No. 333-58831, which was declared effective earlier today (the "Initial Registration Statement").

In connection with this opinion, we have examined the Initial Registration Statement, the Abbreviated Registration Statement and related Prospectus, your Certificate of Incorporation and By-laws, as amended, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Initial Registration Statement, the Abbreviated Registration Statement and related Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Initial Registration Statement and to the filing of this opinion as an exhibit to the Abbreviated Registration Statement.

Sincerely,

Cooley Godward LLP

By: /s/ Thomas A. Coll

Thomas A. Coll

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the captions "Selected Consolidated Financial Data" and "Experts" and to the use of our report dated January 23, 1998, except for the last paragraph of Note 5, as to which the date is March 21, 1998, and the last paragraph of Note 1, as to which the date is July 8, 1998, in Amendment No. 1 to the Registration Statement (Form S-3) and related Prospectus of Amylin Pharmaceuticals, Inc. for the registration of shares of its common stock.

ERNST & YOUNG LLP

San Diego, California
July 20, 1998