

Edgar Filing: AVIRON - Form 425

AVIRON  
Form 425  
January 04, 2002

Pursuant to Rule 4

MedImmune Receives Antitrust Clearance for Aviron Acquisition

Gaithersburg, MD, January 4, 2002 -- MedImmune, Inc. (Nasdaq: MEDI) announced today that the wait acquisition of Aviron (Nasdaq: AVIR) under the Hart-Scott-Rodino Antitrust Improvements Act has ended. MedImmune and Aviron have entered into a definitive merger agreement under which MedImmune will acquire Aviron in an offer and merger transaction in which Aviron stockholders will receive 1.075 MedImmune shares for each Aviron share. The offer commenced on December 10, 2001 and is scheduled to expire at 12:00 midnight, New York City time, unless extended.

The Information Agent for the offer is MacKenzie Partners, Inc., 156 Fifth Avenue, New York, New York 10017, 212-929-5500 or toll-free at 800-322-2885. The Dealer Manager for the offer is Merrill Lynch & Co., 110 Broadway, New York, New York 10008. Call collect at 609-274-3066.

Aviron is a biopharmaceutical company headquartered in Mountain View, California, focused on developing and marketing innovative vaccine technologies. The company's product portfolio includes: FluMist<sup>®</sup>, a live virus influenza vaccine; a live parainfluenza virus type 3 vaccine; a vaccine to prevent cytomegalovirus disease. For more information on Aviron, visit the company's website at [www.aviron.com](http://www.aviron.com).

MedImmune, Inc. is a fully integrated biotechnology company focused on developing and marketing products in areas such as infectious disease, immune regulation and cancer. Headquartered in Gaithersburg, Maryland, with manufacturing facilities in Frederick, Maryland and Nijmegen, the Netherlands. MedImmune markets Synagis<sup>®</sup> (palivizumab), which is marketed for the prevention of serious lower respiratory tract disease caused by syncytial virus in pediatric patients at high risk of RSV disease, which is prominent in the North American winter through May (see full prescribing information at [www.medimmune.com](http://www.medimmune.com)); Ethyol<sup>®</sup>, which is marketed for the reduction of cumulative renal toxicity associated with repeated administration of cisplatin in patients with advanced non-small cell lung cancer and moderate to severe xerostomia in patients undergoing post-operative radiation therapy for head and neck cancer, where the radiation port includes a substantial portion of the parotid (see full prescribing information at [www.medimmune.com](http://www.medimmune.com)); and CytoGam<sup>®</sup>, which is marketed for the prophylaxis against cytomegalovirus disease in patients undergoing transplantation of kidney, lung, liver, pancreas, and heart (see full prescribing information at [www.medimmune.com](http://www.medimmune.com)). MedImmune has six products in various stages of clinical testing for a number of diseases and several more products in pre-clinical testing. For more information on MedImmune, visit the company's website at [www.medimmune.com](http://www.medimmune.com).

This announcement may contain, in addition to historical information, certain forward-looking statements that are subject to uncertainties. Such statements reflect management's current views and are based on certain assumptions that may differ materially from those currently anticipated as a result of a number of factors, including risks associated with the completion of MedImmune's and Aviron's filings with the SEC. MedImmune and Aviron are developing products for which there can be no assurance that such development efforts will succeed, that such products will receive regulatory clearance, that, even if such regulatory clearance were received, such products would ultimately achieve commercial success, or that the offer and merger will close or that Aviron will be integrated successfully or otherwise.

We urge Aviron stockholders and other investors to read the registration statement on Form S-4, Supplement No. 1, and supplements, final prospectus and other exchange offer documents which have been filed or will be filed with the Securities and Exchange Commission and the related solicitation/recommendation statement filed by MacKenzie Partners, Inc. Documents contain important information which should be read carefully before any decision is made. Documents filed with the SEC are available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Document 0001101202000001, MacKenzie Partners, Inc., 800-322-2885.