

AnorMED Inc.
Form SC 14D9/A
September 07, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9
SOLICITATION/RECOMMENDATION STATEMENT UNDER
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

AnorMED Inc.

(Name of Subject Company)

AnorMED Inc.

(Name of Persons Filing Statement)

Common Shares

(Title of Class of Securities)

035910108

(CUSIP Number of Class of Securities)

William J. Adams

Vice President, Finance, Chief Financial Officer,

Secretary and Treasurer

200-20353 64th Avenue

Langley, British Columbia

Canada V2Y 1N5

(604) 530-1057

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

Copies to:

R. Hector MacKay-Dunn, Q.C.

Ronald G. Murray

Farris, Vaughan, Wills & Murphy LLP

25th Floor

700 West Georgia Street

Vancouver, B.C.

Canada V7Y 1B3

Daniel M. Miller

Dorsey & Whitney LLP

Suite 1605

777 Dunsmuir Street

P.O. Box 10444, Pacific Centre

Vancouver, B.C.

Canada V7Y 1K4

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the Statement) initially filed by AnorMED Inc. with the U.S. Securities and Exchange Commission on September 5, 2006, relating to the tender offer (the Genzyme Offer) made by Dematal Corporation (Dematal), a Nova Scotia unlimited liability company and a wholly-owned subsidiary of Genzyme Corporation (Genzyme and together with Dematal, the Offerors), a Massachusetts corporation, for all of the common shares of AnorMED. The terms and conditions of the Genzyme Offer are set forth in the Offer to Purchase and Circular of the Offerors, dated September 1, 2006 (the Tender Offer Circular). The Tender Offer Circular has been filed by the Offerors with the U.S. Securities and Exchange Commission as part of a Tender Offer Statement on Schedule TO (as it may be amended or supplemented from time to time, the Schedule TO), which includes information required to be reported under Rule 14d-3 of the Securities Exchange Act of 1934, as amended. The Schedule TO was initially filed by the Offerors on September 1, 2006.

In connection with the Genzyme Offer, the Company s board of directors has prepared a directors circular (the Directors Circular), dated September 5, 2006, pursuant to applicable securities laws in Canada and the United States. The Directors Circular will be mailed to AnorMED shareholders, is filed as an exhibit to this Statement and is incorporated by reference into this Statement in its entirety. Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Directors Circular.

Item 8. ADDITIONAL INFORMATION.

Item 8 is hereby amended and supplemented as follows:

On September 7, 2006, AnorMED announced that it expected that its common shares would begin trading on the NASDAQ Global Market on September 8, 2006.

Item 9. EXHIBITS

Item 9 is hereby amended and supplemented to include the following exhibits:

Exhibit	Description
(a)(2)(C)	News release, dated September 7, 2006

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: September 7, 2006

ANORMED INC.

By: /s/ William J. Adams

Name: William J. Adams

Title: Vice President, Finance, Chief

Financial

Officer, Secretary and Treasurer

EXHIBIT INDEX

Exhibit	Description
(a)(2)(A)*	Directors Circular, dated September 5, 2006
(a)(2)(B)*	Press release of AnorMED Inc., dated September 5, 2006
(a)(2)(C)	News release, dated September 7, 2006

* previously filed