ALEXION PHARMACEUTICALS INC

Form SC 13G/A February 17, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A (Rule 13d-102)

Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

ALEXION PHARMACEUTICALS, INC. (Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 (Title of Class of Securities)

015351109 (CUSIP Number)

December 31, 2008 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b)

[X] Rule 13d-1(c)

[] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G/A CUSIP No. 015351109

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| (1) | NAME OF RE S.S. OR I. Davidson K | R.S. I | DENTIFICATION NO. OF ABOVE PERSON | |
|------------------|--|--------|--|--------------------|
| (2) | CHECK THE | APPROP | PRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| (3) | SEC USE ON | LY | | |
| (4) | CITIZENSHI | | PLACE OF ORGANIZATION New York | |
| NUMBER SHARES | | (5) | SOLE VOTING POWER 0 | |
| BENEFI OWNED | | (6) | SHARED VOTING POWER 0 | |
| EACH REPORT | ING | (7) | SOLE DISPOSITIVE POWER 0 | |
| PERSON | WITH | (8) | SHARED DISPOSITIVE POWER 0 | |
| (9) | AGGREGATE BY EACH RE | | BENEFICIALLY OWNED IG PERSON 0 | |
| (10) | | | AGGREGATE AMOUNT UDES CERTAIN SHARES | .] |
| (11) | PERCENT OF BY AMOUNT | | S REPRESENTED (9) 0.0% | |
| (12) | TYPE OF RE | PORTIN | IG PERSON PN | |
| Schedu | le 13G/A | | | |
| CUSIP | No. 0153511 | 09 | | PAGE 3 OF 44 |
| (1) | | R.S. I | NG PERSON EDENTIFICATION NO. OF ABOVE PERSON TINSTITUTIONAL PARTNERS, L.P. | |
| (2) | CHECK THE | APPROP | PRIATE BOX IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| (3) | SEC USE ON | LY | | |

| (4) | CITIZENSHIP | | LACE OF ORG | GANIZATION | | | | |
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| NUMBER SHARES | OF | (5) | | NG POWER | | | | |
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| PERSON | WITH | (8) | SHARED DIS | SPOSITIVE 0 | POWER | | | |
| | AGGREGATE A BY EACH REP | | | CLY OWNED | | | | |
| (10) | CHECK BOX I | | | | | | | [] |
| , , | PERCENT OF BY AMOUNT I | | (9) | 0.0% | | | | |
| (12) | TYPE OF REP | ORTING | G PERSON | PN | | | | |
| | le 13G/A No. 01535110 | 19 | | | | | PAGE 4 | 1 OF 44 |
| (1) | NAME OF REP S.S. OR I.F M. H. David | R.S. II | DENTIFICATI | ION NO. OF | ABOVE PE | RSON | | |
| (2) | CHECK THE A | | RIATE BOX I | | | OUP | (a) [(b) [} | |
| (3) | SEC USE ONI | | | | | | | |
| (4) | CITIZENSHIP | | LACE OF ORG | GANIZATION | | | | |
| NUMBER SHARES | OF | (5) | SOLE VOTIN | NG POWER | | | | |
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| PERSON | WITH | (8) | SHARED DIS | SPOSITIVE POWER | | |
| (9) | AGGREGATE A BY EACH REF | | | LLY OWNED | | |
| (10) | CHECK BOX I | | | | | [] |
| (11) | PERCENT OF BY AMOUNT I | | (9) | ED 0.0% | | |
| (12) | TYPE OF REF | PORTIN | G PERSON | PN | | |
| CUSIP I | le 13G/A No. 01535110 NAME OF REF S.S. OR I.F Davidson Ke | PERSON | PAGE 5 OF 44 | | | |
| (2) | CHECK THE A | APPROP | RIATE BOX | IF A MEMBER OF A | A GROUP | (a) [] (b) [X] |
| (3) | SEC USE ONI | LY | | | | |
| (4) | CITIZENSHIE | P OR P | | GANIZATION irgin Islands | | |
| NUMBER SHARES | OF | (5) | SOLE VOTII | NG POWER | | |
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| EACH | | (7) | SOLE DISPO | OSITIVE POWER | | |
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BY EACH REPORTING PERSON Ω (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ______ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% _____ (12) TYPE OF REPORTING PERSON CO _____ Schedule 13G/A CUSIP No. 015351109 PAGE 6 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Serena Limited (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] _____ (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands _____ NUMBER OF (5) SOLE VOTING POWER 0 SHARES (6) SHARED VOTING POWER BENEFICIALLY OWNED BY (7) SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES _____ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%

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| (12) | TYPE OF REI | PORTII | IG PERSON CO | | | |
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| | le 13G/A No. 01535110 | 09 | | | | PAGE 7 OF 44 |
| | | R.S. | IG PERSON DENTIFICATION Healthcare Fun | | E PERSON | |
| (2) | CHECK THE A | APPROI | PRIATE BOX IF A | MEMBER OF | A GROUP | (a) [] (b) [X] |
| (3) | SEC USE ON | LY | | | | |
| (4) | CITIZENSHI | P OR I | PLACE OF ORGANI Delaware | ZATION | | |
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| REPORT PERSON | | (8) | SHARED DISPOS | ITIVE POWER | | |
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| (10) | | | AGGREGATE AMC | | | [] |
| (11) | PERCENT OF BY AMOUNT | | REPRESENTED (9) | | | |
| (12) | TYPE OF REI | PORTII | IG PERSON PN | | | |

Schedule 13G/A CUSIP No. 015351109

PAGE 8 OF 44

| (1) | | R.S. I | DENTIFICAT | ION NO. OF ABOVE e International | | | | |
|------------------|---|--------|------------|-------------------------------------|----------|------------|--------|-----|
| (2) | CHECK THE A | APPROP | RIATE BOX | IF A MEMBER OF A | A GROUP | (a) (b) | | |
| (3) | SEC USE ON | LY | | | | | | |
| (4) | CITIZENSHI | | LACE OF OR | | | | | |
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| EACH | INC | (7) | SOLE DISP | OSITIVE POWER | | | | |
| PERSON | | (8) | SHARED DI | SPOSITIVE POWER | | | | |
| (9) | AGGREGATE A | | | LLY OWNED | | | | |
| (10) | CHECK BOX : | | | | | | | [] |
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| (12) | TYPE OF REI | PORTIN | G PERSON | СО | | | | |
| | | | | | | | | |
| | le 13G/A No. 01535110 | 09 | | | | PAGE | E 9 OF | 44 |
| (1) | NAME OF REI S.S. OR I.I MHD Manager | R.S. I | DENTIFICAT | ION NO. OF ABOVE | E PERSON | | | |
| (2) | CHECK THE A | APPROP | RIATE BOX | IF A MEMBER OF A | A GROUP | (a) (b) | | |

| (3) | SEC USE ONI | Υ | | | | | |
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| (4) | CITIZENSHIE | | LACE OF ORO | | N | | |
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| (10) | CHECK BOX I | F THE EXCLUI | AGGREGATE | AMOUNT | | | |
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| (12) | TYPE OF REF | ORTING | | PN | | | |
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| | le 13G/A No. 01535110 |)9 | | | | | PAGE 10 OF 44 |
| (1) | NAME OF REF S.S. OR I.F Davidson Ke | R.S. II | DENTIFICAT | | F ABOVE | PERSON | |
| (2) | CHECK THE A | APPROPI | RIATE BOX | IF A MEMBI | ER OF A | GROUP | (a) [] (b) [X] |
| (3) | SEC USE ONI | | | | | | |
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| PERSON | WITH | (8) | SHARED DI | SPOSITIVE POWER 0 | |
| | AGGREGATE A BY EACH REE | | | LLY OWNED | |
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| | PERCENT OF BY AMOUNT 1 | | (9) | ED 0.0% | |
| (12) | TYPE OF REE | PORTIN | G PERSON | IA | |
| (1) | | R.S. I | DENTIFICAT | ION NO. OF ABOVE PERSON | |
| (2) | | | | onal Advisors, L.L.C | |
| | | | | | (a) [] (b) [X] |
| (3) | SEC USE ONI | ΔY | | | |
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| (11) | PERCENT C | | S REPRESENT | ED 0.0% | |
| (12) | TYPE OF R | REPORTI | NG PERSON | 00 | |
| | le 13G/A No. 015351 | .109 | | | PAGE 12 OF 44 |
| | | | | | |
| (1) | NAME OF R S.S. OR I DK Group | R.S. | | ION NO. OF ABOVE PERSON | |
| (2) | CHECK THE | APPRO | PRIATE BOX | IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| (3) | SEC USE C | NLY | | | |
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| | CHECK BOX IN ROW (9 | | E AGGREGATE UDES CERTAI | | [] |

0.0% (12) TYPE OF REPORTING PERSON 00 ______ Schedule 13G/A CUSIP No. 015351109 PAGE 13 OF 44 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DK Management Partners LP (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY ______ (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ NUMBER OF (5) SOLE VOTING POWER SHARES (6) SHARED VOTING POWER BENEFICIALLY 0 OWNED BY EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING (8) SHARED DISPOSITIVE POWER PERSON WITH 0 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 ______ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES _____ (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% _____ (12) TYPE OF REPORTING PERSON

Schedule 13G/A CUSIP No. 015351109 PAGE 14 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DK Stillwater GP LLC (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 0 OWNED BY EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING (8) SHARED DISPOSITIVE POWER PERSON WITH ._____ (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 ______ (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON 00 Schedule 13G/A CUSIP No. 015351109 PAGE 15 OF 44 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Thomas L. Kempner, Jr. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

| | | | | | | | | (b) | [X] |
|------------------|--|--------------------|-------------------------|-------------------|---------|--------|---|------------|----------|
| (3) | SEC USE ONI | LY | | | | | | | |
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| NUMBER SHARES | OF | (5) | SOLE VOTI | NG POWER | | | | | |
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| EACH REPORT | ING | (7) | SOLE DISP | OSITIVE PO | OWER | | | | |
| PERSON | WITH | (8) | SHARED DI | SPOSITIVE 0 | POWER | | | | |
| (9) | AGGREGATE A BY EACH REF | | | LLY OWNED | | | | | |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | [] |
| | PERCENT OF BY AMOUNT I | | (9) | ED 0.0% | | | | | |
| (12) | TYPE OF REF | PORTING | G PERSON | IN | | | | | |
| | le 13G/A No. 01535110 |)9 | | | | | I | PAGE | 16 OF 44 |
| (1) | NAME OF REF S.S. OR I.F Marvin H. D | PORTING R.S. II | DENTIFICAT | | F ABOVE | PERSON | | | |
| (2) | CHECK THE A | | | | ER OF A | | | (a) (b) | |
| (3) | SEC USE ONI | LY | | | | | | | |
| (4) | CITIZENSHIE | OR PI | | GANIZATIO ates | N | | | | |
| NUMBER | OF | (5) | SOLE VOTI | NG POWER | | | | | |

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| (9) | AGGREGATE A | | | LLY OWNED | |
| (10) | CHECK BOX I | | | | [] |
| | PERCENT OF BY AMOUNT 1 | | (9) | ED 0.0% | |
| (12) | TYPE OF REF | PORTIN | G PERSON | IN | |
| CUSIP | le 13G/A No. 0153511(NAME OF REF S.S. OR I.F Stephen M. | PORTIN | DENTIFICAT | ION NO. OF ABOVE PERSON | PAGE 17 OF 44 |
| (2) | | | | IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| (3) | SEC USE ONI | LY | | | |
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| NUMBER SHARES | OF | (5) | SOLE VOTI | | |
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| PERSON | WITH | (8) | SHARED | DISPOS | SITIVE | POWER | | | |
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| (9) | AGGREGATE BY EACH RE | | | | OWNED | | | | |
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| (11) | PERCENT OF BY AMOUNT | | | ENTED 0.0 |)% | | | | |
| (12) | TYPE OF RE | PORTING | G PERSON | IN IN | | | | | |
| CUSIP 1 | le 13G/A No. 0153511 NAME OF RE S.S. OR I. | PORTIN | | | NO. OB | - ABOVI | E person | PAGE 18 | 8 OF 44 |
| (2) | Scott E. D | avidso | n | | | | | (2) | |
| | | | | | | | | (a) [] (b) [X] | |
| (3) | SEC USE ON | LY | | | | | | | |
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| (11) | PERCENT OF BY AMOUNT | | | | | | | |
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| (12) | TYPE OF RE | PORTIN | G PERSON | IN | | | | |
| | | | | | | | | |
| | le 13G/A No. 0153511 | 09 | | | | | PAGE 1 | .9 OF 44 |
| (1) | NAME OF RES | R.S. I | DENTIFICAT | ION NO. OF | ABOVE PERSOI | N | | |
| (2) | | | | IF A MEMBER | R OF A GROUP | | (a) [(b) [X | |
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| (9) | AGGREGATE A | | | LLY OWNED | | | | |
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| (11) | PERCENT OF BY AMOUNT | CLASS IN ROW | REPRESENT | ED 0.0% | | | | |
| (12) | TYPE OF RE | | | IN | | | | |

| | le 13G/A No. 01535110 |)9 | | | PAGE 20 OF 44 | | | |
|------------------|--|---------|------------|-------------------------------------|--------------------|--|--|--|
| (1) | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Timothy I. Levart | | | | | | | |
| (2) | CHECK THE A | APPROPI | RIATE BOX | IF A MEMBER OF A GROUP | (a) [] (b) [X] | | | |
| (3) | SEC USE ONI | LY | | | | | | |
| (4) | CITIZENSHIE | P OR PI | | GANIZATION ngdom & United States | | | | |
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| (11) | PERCENT OF BY AMOUNT | | | ED 0.0% | | | | |
| (12) | TYPE OF REE | PORTING | G PERSON | IN | | | | |
| | le 13G/A No. 0153511(| 09 | | | PAGE 21 OF 44 | | | |
| (1) | NAME OF REE S.S. OR I.F Robert J. F | R.S. II | DENTIFICAT | ION NO. OF ABOVE PERSON | | | | |

| (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER OWNED BY EACH (7) SOLE DISPOSITIVE POWER OREPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER OPERSON WITH (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON OPERSON OPERSON OPERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (1) (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) O.05 (12) TYPE OF REPORTING PERSON IN Schedule 13C/A CUSIF No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [1] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States | (2) | CHECK THE A | APPROI | PRIATE B | OX IF | A MEMB | ER OF | A GROU | JP | | | [] [X] | |
|--|--------|-------------|--------|----------|-------|--------|--------|--------|-----|-----|-----|------------|------|
| United States NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER OWNED BY EACH (7) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER (9) AGGRECATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING FERSON (10) CHECK BOX IF THE AGGRECATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) (12) TYPE OF REPORTING PERSON (13) TYPE OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ETIC P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY | (3) | SEC USE ONI | LY | | | | | | | | | | |
| SHARES BENEFICIALLY (6) SHARED VOTING POWER OWNED BY EACH (7) SOLE DISPOSITIVE POWER REFORTING PERSON WITH (8) SHARED DISPOSITIVE POWER O (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) O.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | (4) | CITIZENSHI | P OR I | | | | N | | | | | | |
| BENEFICIALLY (6) SHARED VOTING POWER OWNED BY EACH (7) SOLE DISPOSITIVE POWER OREPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER O(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON O(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (3) I (b) IX) (3) SEC USE ONLY | | | (5) | SOLE V | | POWER | | | | | | | |
| EACH (7) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 0 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [1] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 0153551109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | BENEFI | CIALLY | (6) | SHARED | | G POWE | R | | | | | | |
| PERSON WITH (8) SHARED DISPOSITIVE POWER 0 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | EACH | | (7) | SOLE D | | TIVE P | OWER | | | | | | |
| BY EACH REPORTING PERSON (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | | | (8) | SHARED | | SITIVE | POWEF | ξ | | | | | |
| IN ROW (9) EXCLUDES CERTAIN SHARES [] (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | (9) | | | | N | OWNED | | | | | | | |
| BY AMOUNT IN ROW (9) 0.0% (12) TYPE OF REPORTING PERSON IN Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | (10) | | | | | | | | | | | | |
| Schedule 13G/A CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | | | | | | 0% | | | | | | | |
| CUSIP No. 015351109 PAGE 22 OF 44 (1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | (12) | TYPE OF REI | PORTI | NG PERSO | | | | | | | | | |
| S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eric P. Epstein (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | | | 09 | | | | | | | P.A | \GE | 22 | OF 4 |
| (a) [] (b) [X] (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | (1) | S.S. OR I. | R.S. | | | NO. O | F ABOV | /E PER | SON | | | | |
| (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION | (2) | CHECK THE A | | | | | | | JP | | | | |
| | (3) | SEC USE ONI | | | | | | | | | | | |
| | (4) | CITIZENSHI | P OR I | | | | N | | | | | | |

| NUMBER | OF | (5) | SOLE VOTI | | |
|------------------|----------------------------|---------|-------------------------|--------------------------|--------------------|
| SHARES | | | | 0 | |
| BENEFI | CIALLY | (6) | SHARED VO | TING POWER | |
| OWNED | ВУ | | | | |
| EACH | | (7) | SOLE DISP | POSITIVE POWER 0 | |
| REPORT | ING | | | | |
| PERSON | WITH | (8) | SHARED DI | SPOSITIVE POWER 0 | |
| | AGGREGATE A BY EACH REE | | | LLY OWNED | |
| (10) | CHECK BOX I | | | | [] |
| | PERCENT OF BY AMOUNT 1 | | | 'ED | |
| | | | | 0.0% | |
| (12) | TYPE OF REE | PORTIN | | IN | |
| CUSIP | | PORTING | DENTIFICAT | TION NO. OF ABOVE PERSON | PAGE 23 OF 44 |
| | Anthony A. | Yosel | off | | |
| (2) | CHECK THE A | | | IF A MEMBER OF A GROUP | (a) [] (b) [X] |
| (3) | SEC USE ONI | LY | | | |
| (4) | CITIZENSHIE | | LACE OF OR United St | | |
| NUMBER SHARES | OF | (5) | SOLE VOTI | NG POWER 0 | |
| BENEFI | CIALLY | (6) | SHARED VO | | |
| OWNED | ВУ | | | 0 | |
| EACH | | (7) | SOLE DISP | POSITIVE POWER | |

| PERSON | | | | | |
|------------------------------------|--|-------------|------------------------|---|--------------------|
| | WITH | (8) | SHARED DI | SPOSITIVE POWER 0 | |
| | AGGREGATE BY EACH RE | | | LLY OWNED | |
| (10) | CHECK BOX IN ROW (9) | | | | [] |
| (11) | PERCENT OF BY AMOUNT | | (9) | ED 0.0% | |
| (12) | TYPE OF RE | PORTING | F PERSON | IN | |
| | le 13G/A No. 0153511 | 09 | | | PAGE 24 OF 44 |
| (1) | NAME OF RE S.S. OR I. Avram Z. F | R.S. II | ENTIFICAT | ION NO. OF ABOVE PERSON | |
| (2) | CHECK THE | APPROPF | RIATE BOX | IF A MEMBER OF A GROUP | |
| | | | | | (a) [] (b) [X] |
| (3) | SEC USE ON | LY | | | |
| | SEC USE ON | P OR PI | JACE OF ORG | | |
| (4) | CITIZENSHI | P OR PI | | ates | |
| (4) NUMBER SHARES BENEFIC | OF CIALLY | P OR PI | United Sta | ates NG POWER 0 | |
| (4) NUMBER SHARES | OF CIALLY | (5) (6) | United St. SOLE VOTIN | ates NG POWER 0 TING POWER | |
| (4) NUMBER SHARES BENEFIC OWNED I | OF CIALLY BY | (5) (6) (7) | SOLE VOTIONS SHARED VO | ates NG POWER 0 TING POWER 0 OSITIVE POWER | |

| | IN ROW (9) | EXCLUDE | ES CERTAI | IN SHARES | | | | [] |
|------------------|---|----------|------------------------|-----------------|----------|--------|---|--------------------|
| (11) | PERCENT OF BY AMOUNT | | (9) | TED 0.0% | | | | |
| (12) | TYPE OF REI | PORTING | PERSON | IN | | | | |
| | | | | | | | | |
| | le 13G/A No. 01535110 | 9 | | | | | I | PAGE 25 OF 4 |
| (1) | NAME OF REI S.S. OR I.I Conor Basta | R.S. IDE | | rion no. (| OF ABOVE | PERSON | | |
| (2) | CHECK THE A | APPROPRI | TATE BOX | IF A MEMI | BER OF A | GROUP | | (a) [] (b) [X] |
| (3) | SEC USE ON | _Y | | | | | | |
| (4) | CITIZENSHII | | ACE OF OF Jnited St | | ON | | | |
| NUMBER SHARES | OF | (5) S | SOLE VOTI | ING POWER | | | | |
| | CIALLY | (6) S | SHARED VO | OTING POWI | ΞR | | | |
| EACH | | (7) S | SOLE DISE | POSITIVE I | POWER | | | |
| REPORT | ING WITH | (8) S | SHARED DI | ISPOSITIVI 0 | E POWER | | | |
| . , | AGGREGATE A | | | ALLY OWNE | | | | |
| (10) | CHECK BOX : | | | | | | | |
| | PERCENT OF BY AMOUNT | | | 0.0% | | | | |
| (12) | TYPE OF REI | PORTING | PERSON | IN | | | | |

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ITEM 1(a). NAME OF ISSUER:

Alexion Pharmaceuticals, Inc. (the "Company")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

352 Knotter Drive Cheshire, CT 06410

ITEM 2(a). NAME OF PERSON FILING:

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Davidson Kempner Partners, a New York limited
 partnership ("DKP");
- (ii) Davidson Kempner Institutional Partners, L.P., a
 Delaware limited partnership ("DKIP");
- (iv) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");
- (v) Serena Limited, a Cayman Islands corporation
 ("Serena");
- (vi) Davidson Kempner Healthcare Fund LP, a Delaware limited partnership ("DKHF");

- (x) Davidson Kempner International Advisors, L.L.C., a
 Delaware limited liability company and the manager of
 DKIL and Serena ("DKIA");
- (xi) DK Group LLC, a Delaware limited liability company and the general partner of DKHF ("DKG");
- (xii) DK Management Partners LP, a Delaware limited
 partnership and the investment manager of DKHI
 ("DKMP");

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- (xiii) DK Stillwater GP LLC, a Delaware limited liability company and the general partner of DKMP ("DKS"); and
- (xiv) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable(collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS. Each of Messrs. Kempner and Levart, together with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable are limited partners of DKMP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

- (i) DKP a New York limited partnership
- (ii) DKIP a Delaware limited partnership
- (iii) CO a New York limited partnership
- (iv) DKIL a British Virgin Islands corporation
- (v) Serena a Cayman Islands corporation
- (vi) DKHF a Delaware limited partnership
- (vii) DKHI a Cayman Islands corporation
- (viii) MHD a New York limited partnership
- (ix) DKAI a New York corporation
- (x) DKIA a Delaware limited liability company
- (xi) DKG a Delaware limited liability company
- (xii) DKMP a Delaware limited partnership
- (xiii) DKS a Delaware limited liability company
- (xiv) Thomas L. Kempner, Jr. United States

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CUSIP No. 015351109 PAGE 28 OF 44 (xv) Marvin H. Davidson - United States (xvi) Stephen M. Dowicz - United States (xvii) Scott E. Davidson -United States (xviii) Michael J. Leffell - United States (xix) Timothy I. Levart - United Kingdom & United States (xx) Robert J. Brivio, Jr. - United States (xxi) Eric P. Epstein - United States (xxii) Anthony A. Yoseloff - United States (xxiii) Avram Z. Friedman - United States (xxiv) Conor Bastable - United States ITEM 2(d). TITLE OF CLASS OF SECURITIES: COMMON STOCK, PAR VALUE \$0.0001 ITEM 2(e). CUSIP NUMBER: 015351109 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: (a) [] Broker or dealer registered under Section 15of the Act; (b) Bank as defined in Section 3(a)(6) of the Act; (c) [] Insurance Company as defined in Section 3(a)(19) of the Act; (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940; (e) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E); (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F); (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G); (h) [] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

Schedule 13G/A CUSIP No. 015351109 PAGE 29 OF 44 Church Plan that is excluded from the definition of (i) [] an investment company under Section 3(c)(14) of the Investment Company Act of 1940; (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J). ITEM 4. OWNERSHIP. A. DKP (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 B. DKIP (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 C. CO (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: sole power to vote or to direct the vote: 0 (i) (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0

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CUSIP No. 015351109
                                                                 PAGE 30 OF 44
             (iv) shared power to dispose or to direct the disposition: 0
     D. DKIL
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                  sole power to vote or to direct the vote: 0
             (i)
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     E. Serena
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
             (i) sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     F. DKHF
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
             (i) sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
      G. DKHT
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(a) Amount beneficially owned: 0

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CUSIP No. 015351109
                                                                 PAGE 31 OF 44
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
             (i) sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     H. MHD
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                   sole power to vote or to direct the vote: 0
             (i)
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
      T. DKAT
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                 sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     J. DKIA
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
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(c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 K. DKG (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 L. DKMP (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 M. DKS (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 Schedule 13G/A CUSIP No. 015351109 PAGE 33 OF 44 (ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition: 0

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(iv) shared power to dispose or to direct the disposition: 0
     N. Thomas L. Kempner, Jr.
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                  sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     O. Marvin H. Davidson
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                   sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     P. Stephen M. Dowicz
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
             (i)
                 sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
Schedule 13G/A
CUSIP No. 015351109
                                                                 PAGE 34 OF 44
             (iv) shared power to dispose or to direct the disposition: 0
     Q. Scott E. Davidson
         (a) Amount beneficially owned: 0
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(b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 R. Michael J. Leffell (a) Amount beneficially owned. 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 S. Timothy I. Levart (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0 (iii) sole power to dispose or to direct the disposition: 0 (iv) shared power to dispose or to direct the disposition: 0 Schedule 13G/A CUSIP No. 015351109 PAGE 35 OF 44 T. Robert J. Brivio, Jr. (a) Amount beneficially owned: 0 (b) Percent of class: 0.0% (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote: 0 (ii) shared power to vote or to direct the vote: 0

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(iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     U. Eric P. Epstein
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                   sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     V. Anthony A. Yoseloff
         (a) Amount beneficially owned: 0
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                  sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
     W. Avram Z. Friedman
         (a) Amount beneficially owned: 0
Schedule 13G/A
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                                                                 PAGE 36 OF 44
         (b) Percent of class: 0.0%
         (c) Number of shares as to which such person has:
                  sole power to vote or to direct the vote: 0
             (ii) shared power to vote or to direct the vote: 0
             (iii) sole power to dispose or to direct the disposition: 0
             (iv) shared power to dispose or to direct the disposition: 0
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X. Conor Bastable

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: 0
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

 Not applicable.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

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Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 17, 2009

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL

PARTNERS, L.P.

By: Davidson Kempner Advisers Inc.,

its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

SERENA LIMITED

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

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DAVIDSON KEMPNER HEALTHCARE

FUND LP

By: DK Group LLC, its General Partner

Schedule 13G/A CUSIP No. 015351109 /s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member DAVIDSON KEMPNER HEALTHCARE INTERNATIONAL LTD. By: DK Management Partners LP, its Investment Manager By: DK Stillwater GP LLC, its general partner /s/ Thomas L. Kempner, Jr. ______ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member MHD MANAGEMENT CO. /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Managing Partner DAVIDSON KEMPNER ADVISERS INC. /s/ Thomas L. Kempner, Jr. _____ Name: Thomas L. Kempner, Jr. Title: President DAVIDSON KEMPNER INTERNATIONAL ADVISORS, L.L.C. /s/ Thomas L. Kempner, Jr. ______ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DK GROUP LLC /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member PAGE 40 OF 44 DK MANAGEMENT PARTNERS LP By: DK Stillwater GP LLC, its general partner /s/ Thomas L. Kempner, Jr. ______ Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DK STILLWATER GP LLC

/s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member /s/ Thomas L. Kempner, Jr. Thomas L. Kempner, Jr. /s/ Marvin H. Davidson Marvin H. Davidson /s/ Stephen M. Dowicz Stephen M. Dowicz /s/ Scott E. Davidson Scott E. Davidson /s/ Michael J. Leffell ______ Michael J. Leffell /s/ Timothy I. Levart Timothy I. Levart /s/ Robert J. Brivio, Jr. Robert J. Brivio, Jr. /s/ Eric P. Epstein ______ Eric P. Epstein /s/ Anthony A. Yoseloff Anthony A. Yoseloff /s/ Avram Z. Friedman ______ Avram Z. Friedman /s/ Conor Bastable _____

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EXHIBIT 1

Conor Bastable

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 17, 2009

DAVIDSON KEMPNER PARTNERS By: MHD Management Co., its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, L.P.

By: Davidson Kempner Advisers Inc., its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.

Title: President

M.H. DAVIDSON & CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

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SERENA LIMITED

By: Davidson Kempner International Advisors,

L.L.C.,

its Investment Manager

/s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DAVIDSON KEMPNER HEALTHCARE FUND LP By: DK Group LLC, its General Partner /s/ Thomas L. Kempner, Jr. _____ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DAVIDSON KEMPNER HEALTHCARE INTERNATIONAL LTD. By: DK Management Partners LP, its Investment Manager By: DK Stillwater GP LLC, its general partner /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member MHD MANAGEMENT CO. /s/ Thomas L. Kempner, Jr. _____ Name: Thomas L. Kempner, Jr. Title: Managing Partner DAVIDSON KEMPNER ADVISERS INC. /s/ Thomas L. Kempner, Jr. ______ Name: Thomas L. Kempner, Jr. Title: President DAVIDSON KEMPNER INTERNATIONAL ADVISORS, L.L.C. /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member

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DK GROUP LLC

/s/ Thomas L. Kempner, Jr. ______

Name: Thomas L. Kempner, Jr.

Title: Executive Managing Member

DK MANAGEMENT PARTNERS LP

By: DK Stillwater GP LLC, its general partner /s/ Thomas L. Kempner, Jr. ______ Name: Thomas L. Kempner, Jr. Title: Executive Managing Member DK STILLWATER GP LLC /s/ Thomas L. Kempner, Jr. Name: Thomas L. Kempner, Jr. Title: Executive Managing Member /s/ Thomas L. Kempner, Jr. Thomas L. Kempner, Jr. /s/ Marvin H. Davidson Marvin H. Davidson /s/ Stephen M. Dowicz Stephen M. Dowicz /s/ Scott E. Davidson _____ Scott E. Davidson /s/ Michael J. Leffell Michael J. Leffell /s/ Timothy I. Levart -----Timothy I. Levart /s/ Robert J. Brivio, Jr. Robert J. Brivio, Jr. /s/ Eric P. Epstein ______ Eric P. Epstein /s/ Anthony A. Yoseloff _____ Anthony A. Yoseloff /s/ Avram Z. Friedman Avram Z. Friedman

Schedule 13G/A CUSIP No. 015351109

/s/ Conor Bastable
-----Conor Bastable