

AnorMED Inc.
Form SC 14D9
October 05, 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. _____)

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:

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

This Solicitation/Recommendation Statement on Schedule 14D-9 (the *Statement*) relates to the tender offer (the *Millennium Offer*) made by Sidney Acquisitions ULC (*Sidney*), an Alberta unlimited liability corporation and an indirect wholly-owned subsidiary of Millennium Pharmaceuticals, Inc. (*Millennium* and together with *Sidney*, the *Offerors*), a Delaware corporation, for all of the common shares of AnorMED Inc. (*AnorMED* or the *Company*). The terms and conditions of the *Millennium Offer* are set forth in the Offer to Purchase and Circular of the Offerors, dated October 5, 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 October 5, 2006.

In connection with the *Millennium Offer*, the *Company*'s board of directors has prepared a directors' circular (the *Directors' Circular*), dated October 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 1. SUBJECT COMPANY INFORMATION.

The name of the subject company is AnorMED Inc., a corporation continued under the laws of Canada. The principal executive offices of the subject company are located at 200-20353 64th Avenue, Langley, British Columbia, Canada V2Y 1N5 (telephone: (604) 530-1057).

The class of the equity securities to which the *Millennium Offer* and this Statement relate is the common shares, no par value, of AnorMED (the *Common Shares*). As of September 26, 2006, there were 41,977,011 Common Shares outstanding.

Item 2. IDENTITY AND BACKGROUND OF FILING PERSON.

The person filing this statement is the *Company*, which is the subject company. The name, business address and business telephone number of the *Company* are set forth in Item 1 above.

The *Millennium Offer* is described in the *Directors' Circular*. Based on information supplied by *Sidney* and *Millennium* in the *Schedule TO*, the registered office of *Sidney* is located at 1900 First Canadian Centre, 350 th Avenue S.W., Calgary, Alberta, T2P 3N9 (telephone: (403) 218-6200) and the principal executive office of *Millennium* is located at 40 Lansdowne Street, Cambridge, MA 02139 (telephone: (617) 679-7000).

Item 3. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

Except as described in the Directors' Circular, to the knowledge of the Company, there are no material agreements, arrangements or understandings or any actual or potential conflicts of interest between the Company or its affiliates and (1) their respective executive officers, directors or affiliates or (2) the Offerors and their respective executive officers, directors and affiliates.

Item 4. THE SOLICITATION OR RECOMMENDATION.

The Company's recommendation with respect to the Millennium Offer and the reasons for its recommendation are included in the Directors' Circular. The intentions of the Company, and the intentions of each of the Company's executive officers, directors, affiliates and subsidiaries, with respect to the Millennium Offer are described in the Directors' Circular.

Item 5. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED.

The identity of all persons or classes of persons that are directly employed, retained or compensated to make recommendations with respect to the Millennium Offer and summaries of the material terms of employment, retainer or compensation of such persons, is included in the Directors' Circular.

Item 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Except as set forth in the Directors' Circular, no transactions in AnorMED common shares have been effected during the past six months by AnorMED or any subsidiary of AnorMED or, to the knowledge of AnorMED, by any executive officer, director or affiliate of AnorMED.

Item 7. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS.

Except as described in the Directors' Circular, AnorMED is not undertaking or engaged in any negotiations in response to the Millennium Offer that relate to:

- (i) a tender offer or other acquisition of AnorMED's securities by AnorMED, any of its subsidiaries or any other person;
 - (ii) any extraordinary transaction, such as a merger, reorganization or liquidation, involving AnorMED or any of its subsidiaries;
 - (iii) any purchase, sale or transfer of a material amount of assets of AnorMED or any of its subsidiaries; or
 - (iv) any material change in the present dividend rate or policy, or indebtedness or capitalization of AnorMED.
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Except as described in the Directors Circular, AnorMED has not entered into any transaction, adopted any board resolution or signed any contract in response to the Millennium Offer that relates to:

- (i) a tender offer or other acquisition of AnorMED's securities by AnorMED, any of its subsidiaries or any other person;
- (ii) any extraordinary transaction, such as a merger, reorganization or liquidation, involving AnorMED or any of its subsidiaries;
- (iii) any purchase, sale or transfer of a material amount of assets of AnorMED or any of its subsidiaries; or
- (iv) any material change in the present dividend rate or policy, or indebtedness or capitalization of AnorMED.

Item 8. ADDITIONAL INFORMATION.

None.

Item 9. EXHIBITS

| Exhibit | Description |
|-----------|---|
| (a)(2)(A) | Directors Circular, dated October 5, 2006 |
| (e)(1) | Support Agreement, dated as of September 26, 2006, between the Company and Millennium (previously filed with the SEC on Schedule 14D-9 on September 29, 2006) |
| (e)(2) | Shareholder Support Agreement, dated as of September 26, 2006, between certain shareholders and Millennium |
| (e)(3) | Shareholder Support Agreement, dated as of September 26, 2006, between Kenneth Galbraith and Millennium |
| (g)(1) | Information Agent Script for Outgoing Calls (previously filed with the SEC on Schedule 14D-9 on October 2, 2006) |
| (g)(2) | Information Agent Script for Incoming Calls (previously filed with the SEC on Schedule 14D-9 on October 5, 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: October 5, 2006

ANORMED INC.

By: /s/ William J. Adams

Name: William J. Adams

Title: Vice President, Finance, Chief
Financial Officer, Secretary and
Treasurer

EXHIBIT INDEX

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