UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

[redacted], Individually and On Behalf of All Others Similarly Situated, Plaintiff, v. ALEXION PHARMACEUTICALS, INC., LEONARD BELL, DAVID L. HALLAL, and VIKAS SINHA, Defendants.	**Case No.** **COMPLAINT FOR VIOLATION OF THE FEDERAL SECURITIES LAWS** **DEMAND FOR JURY TRIAL**

CLASS ACTION COMPLAINT

Plaintiff [redacted] ("Plaintiff"), individually and on behalf of all other persons similarly situated, by his undersigned attorneys, for his complaint against Defendants, alleges the following based upon personal knowledge as to himself and his own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through his attorneys, which included, among other things, a review of the Defendants' public documents, conference calls and announcements made by Defendants, United States Securities and Exchange Commission ("SEC") filings, wire and press releases published by and regarding Alexion Therapeutics, Inc. ("Alexion" or the "Company"), analysts' reports and advisories about the Company, and information readily obtainable on the Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a federal securities class action on behalf of a class consisting of all persons other than Defendants who purchased or otherwise acquired Alexion securities between February 10, 2014 and November 9, 2016, both dates inclusive (the "Class Period"), seeking to recover damages caused by Defendants' violations of the federal securities laws and to pursue remedies under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, against the Company and certain of its top officials.

2. Alexion, a biopharmaceutical company, develops and commercializes therapeutic products. Among the Company's products is Soliris (eculizumab), a monoclonal antibody for the treatment of paroxysmal nocturnal hemoglobinuria (PNH), a genetic blood disorder, and atypical hemolytic uremic syndrome (aHUS), a genetic disease.

3. Alexion was founded in 1992 and is headquartered in New Haven, Connecticut. The Company's shares trade on the NASDAQ under the ticker symbol "ALXN."

4. Throughout the Class Period, Defendants made materially false and misleading statements regarding the Company's business, operational and compliance policies. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (i) Alexion employed improper sales practices with respect to Soliris; (ii) consequently, the Company's revenues from Soliris sales were unlikely to be sustainable; and (iii) as a result of the foregoing, Alexion's public statements were materially false and misleading at all relevant times.

5. On November 4, 2016, Alexion cancelled an appearance at the Credit Suisse Healthcare Conference, scheduled for November 6-8, 2016, telling Leerink Partners LLC only that "something came up." Following the cancellation, analysts noted that Alexion had also failed to file its Quarterly Report on Form 10-Q with the SEC within two days of its earnings announcement on October 27, 2016, a break from the Company's historical practice.

6. On this news, Alexion's share price fell $8.95, or 6.94%, to close at $120.05 on November 7, 2016, the following trading day.

7. On November 9, 2016, post-market, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC concerning certain of the Company's financial and operating results for the quarter ended September 30, 2016 (the "Q3 2016 8-K") and filed a Form NT 10-Q with the SEC (the "Q3 2016 NT 10-Q"), announcing that the Company would not be able to timely file its financial and operating results for the quarter ended September 30, 2016.

8. The Q3 2016 NT 10-Q stated, in part:

> The Audit and Finance Committee of the Board of Directors of Alexion Pharmaceuticals, Inc. ("Company") is conducting an investigation into allegations that recently have been made by a former employee with respect to the Company's Soliris sales practices. ***Specifically, the Audit and Finance Committee is investigating whether Company personnel have engaged in sales practices that were inconsistent with Company policies and procedures and the related disclosure and other considerations raised by such practices.*** The Audit and Finance Committee has retained outside counsel to assist it in the investigation. At this point in time, the Audit and Finance Committee's investigation has not identified instances where Soliris orders were not placed by customers for patients or any facts that require the Company to update its previously reported historical results. The Audit and Finance Committee and its counsel are working diligently to complete the investigation, but at this time it is uncertain when this investigation will be complete and what the results of such investigation will be.

(Emphasis added.)

9. The Q3 2016 8-K stated, in part:

> The Audit and Finance Committee of the Board of Directors is conducting an investigation into allegations that recently have been made by a former employee with respect to the Company's sales practices of Soliris® (eculizumab). Specifically, the Audit and Finance Committee is investigating whether Company personnel have engaged in sales practices that were inconsistent with Company policies and procedures and the related disclosure and other considerations raised by such practices. The Audit and Finance Committee has retained outside counsel to assist it in the investigation.
>
> At this point in time, the Audit and Finance Committee's investigation has not identified instances where Soliris orders were not placed by customers for patients or any facts that require the Company to update its previously reported historical

> results. The Audit and Finance Committee and its counsel are working diligently to complete the investigation, but at this time it is uncertain when this investigation will be complete and what the results of such investigation will be.

10. On this news, Alexion's share price fell $0.28, or 0.22%, to close at $126.88 on November 10, 2016. As the market continued to digest the significance of Alexion's announced investigation, Alexion's share price fell an additional $13.26, or 10.45%, to close at $113.62 on November 11, 2016.

11. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

JURISDICTION AND VENUE

12. The claims asserted herein arise under and pursuant to §§10(b) and 20(a) of the Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. §240.10b-5).

13. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§1331 and 1337, and Section 27 of the Exchange Act, 15 U.S.C. §78aa.

14. Venue is proper in this Judicial District pursuant to §27 of the Exchange Act and 28 U.S.C. §1391(b). Defendant Alexion's shares trade on the NASDAQ, located within this Judicial District.

15. In connection with the acts, conduct and other wrongs alleged in this Complaint, Defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mail, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

16. Plaintiff, as set forth in the attached Certification, acquired Alexion securities at artificially inflated prices during the Class Period and was damaged upon the revelation of the alleged corrective disclosures.

17. Defendant Alexion is incorporated in Delaware, and the Company's principal executive offices are located at 100 College Street, New Haven, Connecticut 06510. Alexion's common stock trades on the NASDAQ under the ticker symbol "ALXN."

18. Defendant Leonard Bell ("Bell") served as the Company's Chief Executive Officer ("CEO") from January 1992 to March 31, 2015.

19. Defendant David L. Hallal ("Hallal") has served as the Company's CEO and Director since April 1, 2015.

20. Defendant Vikas Sinha ("Sinha") has served at all relevant times as the Company's Chief Financial Officer and Executive Vice President.

21. The Defendants referenced above in ¶¶ 18-20 are sometimes referred to herein as the "Individual Defendants."

SUBSTANTIVE ALLEGATIONS

Background

22. Alexion, a biopharmaceutical company, develops and commercializes therapeutic products. Among the Company's products is Soliris (eculizumab), a monoclonal antibody for the treatment of paroxysmal nocturnal hemoglobinuria (PNH), a genetic blood disorder, and atypical hemolytic uremic syndrome (aHUS), a genetic disease.

Materially False and Misleading Statements Issued During the Class Period

23. The Class Period begins on February 10, 2014, when Alexion filed an Annual Report for the quarter and year ended December 31, 2013 on Form 10-K with the SEC (the "2013 10-K"). For the quarter, Alexion reported a net loss of $18.99 million, or $0.10 per diluted share, on revenue of $441.91 million, compared to net income of $80.97 million, or $0.40 per diluted share, on revenue of $320.53 million for the same period in the prior year. For 2013, Alexion reported net income of $252.90 million, or $1.27 per diluted share, on revenue of $1.55 billion, compared to net income of $254.82 million, or $1.28 per diluted share, on revenue of $1.13 billion for 2012.

24. In the 2013 10-K, Alexion stated, in relevant part:

Sales and Marketing

We have established a commercial organization to support current and future sales of Soliris in the United States, in the major markets in European Union, Japan, Asia Pacific countries, and other territories. Our sales force for Soliris is small compared to that of other drugs with similar gross revenues; however, we believe that a relatively smaller sales force is appropriate to effectively market Soliris due to the incidence and prevalence of PNH and aHUS. If we receive regulatory approval in new territories, we may expand our own commercial organizations in such territories and market and sell Soliris through our own sales force in these territories. However, we will evaluate each jurisdiction on a country-by-country basis, and it is possible that we will promote Soliris in collaboration with marketing partners or rely on relationships with one or more companies with established distribution systems and direct sales forces in certain countries.

Customers

Our customers are primarily comprised of distributors, pharmacies, hospitals, hospital buying groups, and other health care providers. In some cases, we may also sell Soliris to governments and government agencies.

During 2013, sales to our largest customer accounted for 20% of our Soliris net product sales. During 2012, sales to our two largest customers accounted for 21% and 12% , respectively, of our Soliris net product sales.

> Because of factors such as the pricing of Soliris, the limited number of patients, the short period from product sale to patient infusion and the lack of contractual return rights, Soliris customers often carry limited inventory. We also monitor inventory within our sales channels to determine whether deferrals are appropriate based on factors such as inventory levels compared to demand, contractual terms and financial strength of distributors.

25. The 2013 10-K contained signed certifications pursuant to the Sarbanes-Oxley Act of 2002 ("SOX") by Defendants Bell and Sinha, stating that the financial information contained in the 2013 10-K was accurate and disclosed any material changes to the Company's internal control over financial reporting.

26. On April 24, 2014, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended March 31, 2014 (the "Q1 2014 8-K"). For the quarter, Alexion reported net income of $159.35 million, or $0.79 per diluted share, on revenue of $566.62 million, compared to net income of $82.22 million, or $0.41 per diluted share, on revenue of $338.94 million for the same period in the prior year.

27. The Q1 2014 8-K stated, in part:

> - Soliris® (eculizumab) Net Product Sales Increased 67 Percent vs. Year-Ago Quarter to $567 Million -
>
> - Soliris Net Product Sales Increased 41 Percent to $479 Million, Excluding $88 Million Related to Reimbursement of Prior Year Shipments -
>
> *** * ***
>
> **First Quarter 2014 Financial Highlights:**
>
> • Q1 2014 net product sales increased 67 percent to $566.6 million, compared to $338.9 million in Q1 2013. Excluding the impact of $87.8 million for reimbursement of prior year shipments, Q1 2014 net product sales increased 41 percent to $478.8 million.

28. On April 25, 2014, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q1 2014 8-K and

reporting in full the Company's financial and operating results for the quarter ended March 31, 2014 (the "Q1 2014 10-Q").

29. The Q1 2014 10-Q contained signed certifications pursuant to SOX by Defendants Bell and Sinha, stating that the financial information contained in the Q1 2014 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

30. On July 24, 2014, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended June 30, 2014 (the "Q2 2014 8-K"). For the quarter, Alexion reported net income of $166.5 million, or $0.83 per diluted share, on revenue of $512.5 million, compared to net income of $95.89 million, or $0.48 per diluted share, on revenue of $370.09 million for the same period in the prior year.

31. The Q2 2014 8-K stated, in part:

- Soliris® (eculizumab) Net Product Sales Increased 38 Percent to $512.5 Million

*** * ***

Second Quarter 2014 Financial Highlights:

- Q2 2014 net product sales increased 38 percent to $512.5 million, compared to $370.1 million in Q2 2013.

32. On July 25, 2014, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q2 2014 8-K and reporting in full the Company's financial and operating results for the quarter ended June 30, 2014 (the "Q2 2014 10-Q").

33. The Q2 2014 10-Q contained signed certifications pursuant to SOX by Defendants Bell and Sinha, stating that the financial information contained in the Q2 2014 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

34. On October 23, 2014, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended September 30, 2014 (the "Q3 2014 8-K"). For the quarter, Alexion reported a net loss of $183.76 million, or $0.81 per diluted share, on revenue of $666.64 million, compared to net income of $177.73 million, or $0.88 per diluted share, on revenue of $555.15 million for the same period in the prior year.

35. The Q3 2014 8-K stated, in part:

- Soliris® (eculizumab) Net Product Sales Increased 39 Percent to $555.1 Million
-

- Steady Soliris PNH Growth Worldwide, aHUS Global Launch Progresses -

*** * ***

Third Quarter 2014 Financial Highlights:

- Q3 2014 net product sales increased 39 percent to $555.1 million, compared to $400.4 million in Q3 2013.

36. On October 24, 2014, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q3 2014 8-K and reporting in full the Company's financial and operating results for the quarter ended September 30, 2014 (the "Q3 2014 10-Q").

37. The Q3 2014 10-Q contained signed certifications pursuant to SOX by Defendants Bell and Sinha, stating that the financial information contained in the Q3 2014 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

38. On February 6, 2015, Alexion filed an Annual Report for the quarter and year ended December 31, 2014 on Form 10-K with the SEC (the "2014 10-K"). For the quarter, Alexion reported net income of $153.33 million, or $0.76 per diluted share, on revenue of $599.48 million,

compared to a net loss of $18.99 million, or $0.10 per diluted share, on revenue of $441.91 million for the same period in the prior year. For 2014, Alexion reported net income of $656.91 million, or $3.26 per diluted share, on revenue of $2.23 billion, compared to net income of $252.9 million, or $1.27 per diluted share, on revenue of $1.55 billion for 2013.

39. In the 2014 10-K, Alexion stated, in relevant part:

Sales and Marketing

We have established a commercial organization to support current and future sales of Soliris in the United States, Europe, Japan, Asia Pacific countries, and other territories. Our sales force for Soliris is small compared to that of other drugs with similar revenues; however, we believe that a relatively smaller sales force is appropriate to effectively market Soliris due to the incidence and prevalence of PNH and aHUS. If we receive regulatory approval in new territories or for new products or indications, we may expand our own commercial organizations in such territories and market and sell Soliris through our own sales force in these territories. However, we evaluate each jurisdiction on a country-by-country basis, and, in certain territories, we promote Soliris in collaboration with marketing partners or rely on relationships with one or more companies with established distribution systems and direct sales forces in certain countries.

Customers

Our customers are primarily comprised of distributors, pharmacies, hospitals, hospital buying groups, and other health care providers. In some cases, we may also sell Soliris to governments and government agencies.

During 2014 , sales to our largest customer accounted for 18% of our Soliris net product sales. During 2013 , sales to our largest customer accounted for 20% of our Soliris net product sales.

Because of factors such as the pricing of Soliris, the limited number of patients, the short period from product sale to patient infusion and the lack of contractual return rights, Soliris customers often carry limited inventory. We also monitor inventory within our sales channels to determine whether deferrals are appropriate based on factors such as inventory levels compared to demand, contractual terms and financial strength of distributors.

40. The 2014 10-K contained signed certifications pursuant to SOX by Defendants Bell and Sinha, stating that the financial information contained in the 2014 10-K was accurate and disclosed any material changes to the Company's internal control over financial reporting.

41. On April 23, 2015, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended March 31, 2015 (the "Q1 2015 8-K"). For the quarter, Alexion reported net income of $91.32 million, or $0.45 per diluted share, on revenue of $600.33 million, compared to net income of $159.35 million, or $0.79 per diluted share, on revenue of $566.62 million for the same period in the prior year.

42. The Q1 2015 8-K stated, in part:

> - Soliris Net Product Sales Increased to $600.3 Million; 25 Percent Growth Compared to Year-ago In-quarter Sales, Despite Increased Currency Headwinds -
>
> - Steady Soliris Growth in PNH and aHUS Worldwide –
>
> * * *
>
> **First Quarter 2015 Financial Highlights:**
>
> • Q1 2015 net product sales increased to $600.3 million, compared to $566.6 million in Q1 2014. Excluding $87.8 million recognized in Q1 2014 for reimbursement of shipments in prior years, net product sales increased 25 percent year-on-year.

43. On April 24, 2015, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q1 2015 8-K and reporting in full the Company's financial and operating results for the quarter ended March 31, 2015 (the "Q1 2015 10-Q").

44. The Q1 2015 10-Q contained signed certifications pursuant to SOX by Defendants Hallal and Sinha, stating that the financial information contained in the Q1 2015 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

45. On July 30, 2015, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended June 30, 2015 (the "Q2 2015 8-K"). For the quarter, Alexion reported net income of $170.22 million, or $0.83 per diluted share, on revenue of $636.21 million, compared to net income of $166.5 million, or $0.83 per diluted share, on revenue of $512.5 million for the same period in the prior year.

46. The Q2 2015 8-K stated, in part:

> - Soliris® (eculizumab) Net Product Sales of $636 Million; Increased 24% Year-on-Year Despite Currency Headwinds; 31% Volume Increase Year-on-Year -
>
> - 2015 Revenue Guidance Increased Reflecting Strong Growth of Soliris in PNH and aHUS –
>
> *** * ***
>
> **Second Quarter 2015 Financial Highlights:**
>
> • Net product sales of Soliris® were $636 million compared to $512.5 million in the same quarter last year.

47. On July 31, 2015, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q2 2015 8-K and reporting in full the Company's financial and operating results for the quarter ended June 30, 2015 (the "Q2 2015 10-Q").

48. The Q2 2015 10-Q contained signed certifications pursuant to SOX by Defendants Hallal and Sinha, stating that the financial information contained in the Q2 2015 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

49. On October 29, 2015, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended September 30, 2015 (the "Q3 2015 8-K"). For the quarter, Alexion reported a

net loss of $183.76 million, or $0.81 per diluted share, on revenue of $666.64 million, compared to net income of $177.73 million, or $0.88 per diluted share, on revenue of $555.15 million for the same period in the prior year.

50. The Q3 2015 8-K stated, in part:

> - Soliris ® (eculizumab) Net Product Sales of $665.4 Million; Increased 20% Year-on-Year Despite 9% Currency Headwinds; 29% Volume Increase Year-on-Year –
>
> *** * ***
>
> **Third Quarter 2015 Financial Highlights:**
>
> • Total revenues were $666.6 million compared to $555.1 million in the same quarter last year. Soliris net product sales were $665.4 million, and total net product sales were $665.8. A breakdown of total revenues is included later in this press release.

51. On November 2, 2015, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q3 2015 8-K and reporting in full the Company's financial and operating results for the quarter ended September 30, 2015 (the "Q3 2015 10-Q").

52. The Q3 2015 10-Q contained signed certifications pursuant to SOX by Defendants Hallal and Sinha, stating that the financial information contained in the Q3 2015 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

53. On February 8, 2016, Alexion filed an Annual Report for the quarter and year ended December 31, 2015 on Form 10-K with the SEC (the "2015 10-K"). For the quarter, Alexion reported net income of $66.6 million, or $0.29 per diluted share, on revenue of $700.87 million, compared to net income of $153.33 million, or $0.76 per diluted share, on revenue of $599.48 million for the same period in the prior year. For 2015, Alexion reported net income of $144.39 million, or $0.67 per diluted share, on revenue of $2.6 billion, compared to net income of $656.91 million, or $3.26 per diluted share, on revenue of $2.23 billion for 2014.

54. In the 2015 10-K, Alexion stated, in relevant part:

Sales and Marketing

We have established a commercial organization to support current and future sales of our products in the United States, Europe, Japan, Asia Pacific countries, and other territories. Our sales force is small compared to that of other drugs with similar revenues; however, we believe that a relatively smaller sales force is appropriate to effectively market our products due to the incidence and prevalence of rare diseases. If we receive regulatory approval in new territories or for new products or indications, we may expand our own commercial organizations in such territories and market and sell our products through our own sales force in these territories. However, we evaluate each jurisdiction on a country-by-country basis, and, in certain territories, we promote our products in collaboration with marketing partners or rely on relationships with one or more companies with established distribution systems and direct sales forces in certain countries.

Customers

Our customers are primarily comprised of distributors, pharmacies, hospitals, hospital buying groups, and other health care providers. In some cases, we may also sell our products to governments and government agencies.

During 2015 and 2014 , sales to our largest customer accounted for 18% of net product sales.

Because of factors such as the pricing of our products, the limited number of patients, the short period from product sale to patient use and the lack of contractual return rights, customers often carry limited inventory. We also monitor inventory within our sales channels to determine whether deferrals are appropriate based on factors such as inventory levels compared to demand, contractual terms and financial strength of distributors.

55. The 2015 10-K contained signed certifications pursuant to SOS by Defendants Hallal and Sinha, stating that the financial information contained in the 2015 10-K was accurate and disclosed any material changes to the Company's internal control over financial reporting.

56. On April 28, 2016, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended March 31, 2016 (the "Q1 2016 8-K"). For the quarter, Alexion reported net income of $92.17 million, or $0.41 per diluted share, on revenue of $701.04 million, compared to

net income of $91.32 million, or $0.45 per diluted share, on revenue of $600.33 million for the same period in the prior year.

57. The Q1 2016 8-K stated, in part:

First Quarter 2016 Financial Highlights

- Soliris® (eculizumab) net product sales were $665 million compared to $600 million in Q1 2015. Net product sales increased 11 percent year-on-year, despite continued currency headwinds as well as increased macroeconomic weakness in Latin American countries, primarily Brazil and Argentina. Soliris volume increased 18 percent year-on-year.

58. On April 29, 2016, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q1 2016 8-K and reporting in full the Company's financial and operating results for the quarter ended March 31, 2016 (the "Q1 2016 10-Q").

59. The Q1 2016 10-Q contained signed certifications pursuant to SOX by Defendants Hallal and Sinha, stating that the financial information contained in the Q1 2016 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

60. On July 28, 2016, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC, announcing certain of the Company's financial and operating results for the quarter ended June 30, 2016 (the "Q2 2016 8-K"). For the quarter, Alexion reported net income of $114.94 million, or $0.51 per diluted share, on revenue of $753.12 million, compared to net income of $170.22 million, or $0.83 per diluted share, on revenue of $636.21 million for the same period in the prior year.

61. The Q2 2016 8-K stated, in part:

Second Quarter 2016 Financial Highlights

- Soliris® (eculizumab) net product sales were $701 million, compared to $636 million in Q2 2015, representing a 10 percent increase. Soliris volume increased 15 percent year-on-year.

62. On July 29, 2016, Alexion filed a Quarterly Report on Form 10-Q with the SEC, reiterating the financial and operating results previously announced in the Q2 2016 8-K and reporting in full the Company's financial and operating results for the quarter ended June 30, 2016 (the "Q2 2016 10-Q").

63. The Q2 2016 10-Q contained signed certifications pursuant to SOX by Defendants Hallal and Sinha, stating that the financial information contained in the Q2 2016 10-Q was accurate and disclosed any material changes to the Company's internal control over financial reporting.

64. The statements referenced in ¶¶ 23-63 were materially false and misleading because Defendants made false and/or misleading statements, as well as failed to disclose material adverse facts about the Company's business, operational and compliance policies. Specifically, Defendants made false and/or misleading statements and/or failed to disclose that: (i) Alexion employed improper sales practices with respect to Soliris; (ii) consequently, the Company's revenues from Soliris sales were unlikely to be sustainable; and (iii) as a result of the foregoing, Alexion's public statements were materially false and misleading at all relevant times.

The Truth Emerges

65. On November 4, 2016, Alexion cancelled an appearance at the Credit Suisse Healthcare Conference, scheduled for November 6-8, 2016, telling Leerink Partners LLC only that "something came up." Following the cancellation, analysts noted that Alexion had also failed to file its Quarterly Report on Form 10-Q with the SEC within two days of its earnings announcement on October 27, 2016, a break from the Company's historical practice.

66. On this news, Alexion's share price fell $8.95, or 6.94%, to close at $120.05 on November 7, 2016, the following trading day.

67. On November 9, 2016, post-market, Alexion issued a press release and filed a Current Report on Form 8-K with the SEC concerning certain of the Company's financial and operating results for the quarter ended September 30, 2016 and filed a Form NT 10-Q with the SEC, announcing that the Company would not be able to timely file its financial and operating results for the quarter ended September 30, 2016.

68. The Q3 2016 NT 10-Q stated, in part:

> The Audit and Finance Committee of the Board of Directors of Alexion Pharmaceuticals, Inc. ("Company") is conducting an investigation into allegations that recently have been made by a former employee with respect to the Company's Soliris sales practices. Specifically, the Audit and Finance Committee is investigating whether Company personnel have engaged in sales practices that were inconsistent with Company policies and procedures and the related disclosure and other considerations raised by such practices. The Audit and Finance Committee has retained outside counsel to assist it in the investigation. At this point in time, the Audit and Finance Committee's investigation has not identified instances where Soliris orders were not placed by customers for patients or any facts that require the Company to update its previously reported historical results. The Audit and Finance Committee and its counsel are working diligently to complete the investigation, but at this time it is uncertain when this investigation will be complete and what the results of such investigation will be.

69. The Q3 2016 8-K stated, in part:

> The Audit and Finance Committee of the Board of Directors is conducting an investigation into allegations that recently have been made by a former employee with respect to the Company's sales practices of Soliris® (eculizumab). Specifically, the Audit and Finance Committee is investigating whether Company personnel have engaged in sales practices that were inconsistent with Company policies and procedures and the related disclosure and other considerations raised by such practices. The Audit and Finance Committee has retained outside counsel to assist it in the investigation.
>
> At this point in time, the Audit and Finance Committee's investigation has not identified instances where Soliris orders were not placed by customers for patients or any facts that require the Company to update its previously reported historical results. The Audit and Finance Committee and its counsel are working diligently to

> complete the investigation, but at this time it is uncertain when this investigation will be complete and what the results of such investigation will be.

70. On this news, Alexion's share price fell $0.28, or 0.22%, to close at $126.88 on November 10, 2016, the following trading day. As the market continued to digest the significance of Alexion's announced investigation, Alexion's share price fell an additional $13.26, or 10.45%, to close at $113.62 on November 11, 2016.

71. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

72. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired Alexion securities during the Class Period (the "Class") and were damaged upon the revelation of the alleged corrective disclosures. Excluded from the Class are Defendants herein, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

73. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Alexion securities were actively traded on the NASDAQ. While the exact number of Class members is unknown to Plaintiff at this time and can be ascertained only through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by Alexion or its transfer agent and may be notified of the

pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

74. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

75. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation. Plaintiff has no interests antagonistic to or in conflict with those of the Class.

76. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- whether the federal securities laws were violated by Defendants' acts as alleged herein;
- whether statements made by Defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of Alexion;
- whether the Individual Defendants caused Alexion to issue false and misleading financial statements during the Class Period;
- whether Defendants acted knowingly or recklessly in issuing false and misleading financial statements;
- whether the prices of Alexion securities during the Class Period were artificially inflated because of the Defendants' conduct complained of herein; and
- whether the members of the Class have sustained damages and, if so, what is the proper measure of damages.

77. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden

of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

78. Plaintiff will rely, in part, upon the presumption of reliance established by the fraud-on-the-market doctrine in that:

- Defendants made public misrepresentations or failed to disclose material facts during the Class Period;
- the omissions and misrepresentations were material;
- Alexion securities are traded in an efficient market;
- the Company's shares were liquid and traded with moderate to heavy volume during the Class Period;
- the Company traded on the NASDAQ and was covered by multiple analysts;
- the misrepresentations and omissions alleged would tend to induce a reasonable investor to misjudge the value of the Company's securities; and
- Plaintiff and members of the Class purchased, acquired and/or sold Alexion securities between the time the Defendants failed to disclose or misrepresented material facts and the time the true facts were disclosed, without knowledge of the omitted or misrepresented facts.

79. Based upon the foregoing, Plaintiff and the members of the Class are entitled to a presumption of reliance upon the integrity of the market.

80. Alternatively, Plaintiff and the members of the Class are entitled to the presumption of reliance established by the Supreme Court in *Affiliated Ute Citizens of the State of Utah v. United States*, 406 U.S. 128, 92 S. Ct. 2430 (1972), as Defendants omitted material information in their Class Period statements in violation of a duty to disclose such information, as detailed above.

COUNT I

(Against All Defendants For Violations of Section 10(b) And Rule 10b-5 Promulgated Thereunder)

81. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

82. This Count is asserted against Defendants and is based upon Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder by the SEC.

83. During the Class Period, Defendants engaged in a plan, scheme, conspiracy and course of conduct, pursuant to which they knowingly or recklessly engaged in acts, transactions, practices and courses of business which operated as a fraud and deceit upon Plaintiff and the other members of the Class; made various untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and employed devices, schemes and artifices to defraud in connection with the purchase and sale of securities. Such scheme was intended to, and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; (ii) artificially inflate and maintain the market price of Alexion securities; and (iii) cause Plaintiff and other members of the Class to purchase or otherwise acquire Alexion securities and options at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, Defendants, and each of them, took the actions set forth herein.

84. Pursuant to the above plan, scheme, conspiracy and course of conduct, each of the Defendants participated directly or indirectly in the preparation and/or issuance of the quarterly and annual reports, SEC filings, press releases and other statements and documents described above, including statements made to securities analysts and the media that were designed to influence the market for Alexion securities. Such reports, filings, releases and statements were

materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about Alexion's sales practices.

85. By virtue of their positions at Alexion, Defendants had actual knowledge of the materially false and misleading statements and material omissions alleged herein and intended thereby to deceive Plaintiff and the other members of the Class, or, in the alternative, Defendants acted with reckless disregard for the truth in that they failed or refused to ascertain and disclose such facts as would reveal the materially false and misleading nature of the statements made, although such facts were readily available to Defendants. Said acts and omissions of Defendants were committed willfully or with reckless disregard for the truth. In addition, each Defendant knew or recklessly disregarded that material facts were being misrepresented or omitted as described above.

86. Information showing that Defendants acted knowingly or with reckless disregard for the truth is peculiarly within Defendants' knowledge and control. As the senior managers and/or directors of Alexion, the Individual Defendants had knowledge of the details of Alexion's internal affairs.

87. The Individual Defendants are liable both directly and indirectly for the wrongs complained of herein. Because of their positions of control and authority, the Individual Defendants were able to and did, directly or indirectly, control the content of the statements of Alexion. As officers and/or directors of a publicly-held company, the Individual Defendants had a duty to disseminate timely, accurate, and truthful information with respect to Alexion's businesses, operations, future financial condition and future prospects. As a result of the dissemination of the aforementioned false and misleading reports, releases and public statements, the market price of Alexion securities was artificially inflated throughout the Class Period. In

ignorance of the adverse facts concerning Alexion's sales practices which were concealed by Defendants, Plaintiff and the other members of the Class purchased or otherwise acquired Alexion securities at artificially inflated prices and relied upon the price of the securities, the integrity of the market for the securities and/or upon statements disseminated by Defendants, and were damaged thereby.

88. During the Class Period, Alexion securities were traded on an active and efficient market. Plaintiff and the other members of the Class, relying on the materially false and misleading statements described herein, which the Defendants made, issued or caused to be disseminated, or relying upon the integrity of the market, purchased or otherwise acquired shares of Alexion securities at prices artificially inflated by Defendants' wrongful conduct. Had Plaintiff and the other members of the Class known the truth, they would not have purchased or otherwise acquired said securities, or would not have purchased or otherwise acquired them at the inflated prices that were paid. At the time of the purchases and/or acquisitions by Plaintiff and the Class, the true value of Alexion securities was substantially lower than the prices paid by Plaintiff and the other members of the Class. The market price of Alexion securities declined sharply upon public disclosure of the facts alleged herein to the injury of Plaintiff and Class members.

89. By reason of the conduct alleged herein, Defendants knowingly or recklessly, directly or indirectly, have violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

90. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases, acquisitions and sales of the Company's securities during the Class Period, upon the disclosure

that the Company had been disseminating misrepresented financial statements to the investing public.

COUNT II

(Violations of Section 20(a) of the Exchange Act Against The Individual Defendants)

91. Plaintiff repeats and realleges each and every allegation contained in the foregoing paragraphs as if fully set forth herein.

92. During the Class Period, the Individual Defendants participated in the operation and management of Alexion, and conducted and participated, directly and indirectly, in the conduct of Alexion's business affairs. Because of their senior positions, they knew the adverse non-public information about Alexion's sales practices.

93. As officers and/or directors of a publicly owned company, the Individual Defendants had a duty to disseminate accurate and truthful information with respect to Alexion's financial condition and results of operations, and to correct promptly any public statements issued by Alexion which had become materially false or misleading.

94. Because of their positions of control and authority as senior officers, the Individual Defendants were able to, and did, control the contents of the various reports, press releases and public filings which Alexion disseminated in the marketplace during the Class Period concerning Alexion's results of operations. Throughout the Class Period, the Individual Defendants exercised their power and authority to cause Alexion to engage in the wrongful acts complained of herein. The Individual Defendants therefore, were "controlling persons" of Alexion within the meaning of Section 20(a) of the Exchange Act. In this capacity, they participated in the unlawful conduct alleged which artificially inflated the market price of Alexion securities.

95. By reason of the above conduct, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act for the violations committed by Alexion.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment against Defendants as follows:

A. Determining that the instant action may be maintained as a class action under Rule 23 of the Federal Rules of Civil Procedure, and certifying Plaintiff as the Class representative;

B. Requiring Defendants to pay damages sustained by Plaintiff and the Class by reason of the acts and transactions alleged herein;

C. Awarding Plaintiff and the other members of the Class prejudgment and post-judgment interest, as well as their reasonable attorneys' fees, expert fees and other costs; and

D. Awarding such other and further relief as this Court may deem just and proper.

DEMAND FOR TRIAL BY JURY

Plaintiff hereby demands a trial by jury.

Dated: November 17, 2016