

PDL BIOPHARMA, INC.
Form 10-Q/A
May 05, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2008

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Commission File Number: 0-19756

PDL BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3023969
(I.R.S. Employer

Identification Number)

932 Southwood Boulevard

Incline Village, Nevada 89451

(Address of principal executive offices and Zip Code)

(775) 832-8500

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 6, 2008, there were 119,308,001 shares of the Registrant's Common Stock outstanding.

Explanatory Note

PDL BioPharma, Inc. (the Company) is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (the Form 10-Q) as an exhibit-only filing in response to comments received from the Securities and Exchange Commission regarding a confidential treatment application the Company made for certain portions of Exhibits 10.5 and 10.6 to the Form 10-Q. This Amendment No. 1 to the Form 10-Q is being filed solely to amend Item 6 to re-file such exhibits.

Except as described above, this Amendment No. 1 to the Form 10-Q does not reflect events occurring after the original filing of the Form 10-Q and no revisions are being made pursuant to this Amendment No. 1 to the Company's financial statements or any other disclosure contained in the Form 10-Q.

ITEM 6. EXHIBITS

- **10.1 Stock Option Agreement between the Company and L. Patrick Gage effective November 16, 2007
- **10.2 Notice of Option Grant for L. Patrick Gage effective November 16, 2007
- **10.3 Offer Letter between the Company and Dr. Mark McCamish effective February 16, 2007
- **10.4 Offer Letter between the Company and Jaisim Shah effective July 18, 2000
- 10.5 Asset Purchase Agreement between the Company and EKR Therapeutics, Inc. dated February 4, 2008 and Amendment No. 1 to Asset Purchase Agreement dated as of March 7, 2008
- 10.6 Asset Purchase Agreement between the Company and GMN, Inc. dated February 21, 2008
- #31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
- #31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
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- 31.4 Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended
- #32.1 Certification of the Principal Executive Officer and Principal Financial Officer, as required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)

* Management contract or compensatory plan or arrangement.

Certain information in this exhibit has been omitted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request under 17 C.F.R. Sections 200.80(b)(4) and 24b-2.

Previously filed with the Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 5, 2009

PDL BIOPHARMA, INC.
(Registrant)

/s/ Christine Larson
Christine Larson

Vice President and Chief Financial Officer

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