

MICROMET, INC.
Form SC 14D9/A
February 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement Under Section 14(d)(4)

of the Securities Exchange Act of 1934

(Amendment No. 2)

MICROMET, INC.

(Name of Subject Company)

MICROMET, INC.

(Name of Person Filing Statement)

Common Stock, \$0.00004 par value per share

(Title of Class of Securities)

59509C105

(CUSIP Number of Class of Securities)

Christian Itin, Ph.D.

President and Chief Executive Officer

Micromet, Inc.

9201 Corporate Boulevard, Suite 400,

Rockville, MD 20850

(240) 752-1420

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person Filing Statement)

With 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 Amendment No. 2 to Schedule 14D-9 amends and supplements the Schedule 14D-9 and Amendment No. 1 to Schedule 14D-9 previously filed by Micromet, Inc., a Delaware corporation (Micromet or the Company), with the Securities and Exchange Commission on February 2, 2012 and February 6, 2012, respectively, relating to the offer by Armstrong Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Amgen Inc., a Delaware corporation, to purchase all the issued and outstanding shares of Micromet's common stock, \$0.00004 par value per share (together with the preferred stock purchase rights), at a price of \$11.00 per share net to the seller in cash, without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 2, 2012, and in the related Letter of Transmittal, each of which may be amended or supplemented from time to time.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by deleting the paragraphs under the heading *Litigation Relating to the Offer and the Merger* beginning on page 39 of the Schedule 14D-9 and replacing them with the following paragraphs:

On January 27, 2012, a putative class action lawsuit challenging the Merger, captioned *Rush v. Micromet, Inc.*, Case No. V358302, was filed in the Circuit Court for Montgomery County, Maryland (the Rush Case). On January 30, 2012, a putative class action lawsuit challenging the Merger, captioned *Passes v. Micromet, Inc.*, Case No. 7198-VCP, was filed in the Court of Chancery for the State of Delaware (the Passes Case). On January 30, 2012, a putative class action lawsuit challenging the Merger, captioned *Bohaychuck v. Micromet, Inc.*, Case No. 7197-VCP, was filed in the Court of Chancery for the State of Delaware (the Bohaychuck Case). On January 31, 2012, a putative class action lawsuit challenging the Merger, captioned *Volpe v. Micromet, Inc.*, Case No. 7201-VCP, was filed in the Court of Chancery for the State of Delaware (the Volpe Case). On January 31, 2012, a putative class action lawsuit challenging the Merger, captioned *Osler v. Micromet, Inc.*, Case No. V358457, was filed in the Circuit Court for Montgomery County, Maryland (the Osler Case). On January 31, 2012, a putative class action lawsuit challenging the Merger, captioned *Noskoviak v. Micromet, Inc.*, Case No. V358455 was filed in the Circuit Court for Montgomery County, Maryland (the Noskoviak Case). On February 1, 2012, a putative class action lawsuit challenging the Merger, captioned *Draper-Donaldson v. Micromet, Inc.*, Case No. 7208-VCP, was filed in the Court of Chancery for the State of Delaware (the Draper-Donaldson Case). On February 3, 2012, the Draper-Donaldson Case was voluntarily dismissed without prejudice by the plaintiff in that case. On February 1, 2012, a putative class action lawsuit challenging the Merger, captioned *Wolf v. Micromet, Inc.*, Case No. 7205-VCP, was filed in the Court of Chancery for the State of Delaware (the Wolf Case). On February 2, 2012, a putative class action lawsuit challenging the Merger, captioned *Russell v. Micromet, Inc.*, Case No. 7210-VCP, was filed in the Court of Chancery for the State of Delaware (the Russell Case). On February 8, 2012, a putative class action lawsuit challenging the Merger, captioned *Raad v. Micromet, Inc.*, Case No. 8:12-cv-00385-DKC, was filed in the United States District Court for the District of Maryland (the Raad Case). On February 9, 2012 a putative class action lawsuit challenging the Merger, captioned *Louisiana Municipal Police Employees Retirement System v. Micromet, Inc.*, was filed in the Court of Chancery for the State of Delaware (the LMPERS Case and collectively with the Rush Case, Passes Case, Bohaychuck Case, Volpe Case, Osler Case, Noskoviak Case, Wolf Case, Russell Case and Raad Case, the Stockholder Litigations).

The Stockholder Litigations and the Draper-Donaldson Case were each filed against the Company, the individual members of the Board of Directors of Micromet, Amgen and Purchaser. The Stockholder Litigations each generally allege and the Draper-Donaldson Case alleged, among other things, that the members of the Board breached their fiduciary duties owed to the Micromet stockholders by approving the proposed Merger for inadequate consideration, entering into the Merger Agreement containing preclusive deal protection devices and failing to take steps to maximize the value to be paid to the Micromet stockholders. The Raad Case brings an additional claim against the members of the Board under Section 14(e) of the Securities Exchange Act of 1934 for making false and misleading statements in the Schedule 14D-9. On February 6, 2012 the Passes Case was amended to include a claim that the members of the Board breached their fiduciary duties by failing to make adequate disclosures to Micromet's stockholders with respect to the Merger. Each of the Stockholder Litigations also alleges and the Draper-Donaldson Case alleged claims for aiding and abetting such alleged breaches of fiduciary duties. The Bohaychuck Case alleges this claim against Micromet and Amgen, the Draper-Donaldson Case alleged and the Wolf Case and LMPERS Case allege this claim against Amgen and Purchaser, the Noskoviak Case, Russell Case, Osler Case and Raad Case allege

this claim against Amgen only, and the Rush Case and Volpe Case allege this claim against Purchaser, Amgen and Micromet. The Passes Case originally alleged the aiding and abetting claim against Micromet only, but was amended on February 6, 2012 to include Amgen and Purchaser. The plaintiffs in each of the Stockholder Litigations generally seek, among other things, declaratory and injunctive relief concerning the alleged breaches of fiduciary duty, injunctive relief prohibiting consummation of the proposed Merger, damages and attorneys' fees and costs, and other forms of relief. The Company believes that the Stockholder Litigations are without merit.

SIGNATURE

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.

MICROMET, INC.

By: /s/ Matthias Alder

Name: Matthias Alder

Title: Senior Vice President Administration, General Counsel & Secretary

Dated: February 10, 2012