

AVIRON
Form 425
January 10, 2002

[QuickLinks](#) -- Click here to rapidly navigate through this document

Filed by MedImmune, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14d-2 of the Securities Exchange Act of 1934
Subject Company: Aviron
Commission File No. 000-20815

JP Morgan H&Q
20th Annual Healthcare Conference
January 10, 2002

DISCLOSURE NOTICE:

This presentation may contain, in addition to historical information, certain forward-looking statements that involve risks and uncertainties. Such statements reflect management's current views and are based on certain assumptions. Actual results could differ materially from those currently anticipated as a result of a number of factors, including risks and uncertainties discussed in MedImmune's and Aviron's filings with the SEC. MedImmune and Aviron are developing products for potential future marketing. There can be no assurance that such development efforts will succeed, that such products will receive required regulatory clearance or that, even if such regulatory clearance were received, such products would ultimately achieve commercial success. There can be no assurance that Aviron will be integrated successfully or without unanticipated costs.

Aviron stockholders and other investors are urged to read the registration statement on Form S-4, Schedule TO, preliminary prospectus, supplements, final prospectus and other exchange offer documents which have been filed by MedImmune with the Securities and Exchange Commission and the related solicitation/recommendation statement which has been filed by Aviron with the SEC. These documents contain important information which should be read carefully before any decision is made with respect to the offer. Documents filed with the SEC are available for free at the SEC's website at www.sec.gov.

Agenda

MedImmune Introduction

Aviron Acquisition and Strategic Rationale

FluMist Opportunity

MedImmune

Founded 1988, IPO 1991

Headquarters in Gaithersburg, MD

\$10B market cap

S&P 500, S&P 100, NASDAQ 100

Profitable since 1998

- \$540M 2000 revenues (72% 3-year CAGR)

- \$1.1B assets (\$655M cash)

- \$204M LTM cash flow (38% of revenues)

Synagis®

Humanized MAB to prevent serious RSV disease in high risk infants
2000-2001 season end-user sales \$490M

Ethyol®

Chemoprotectant in ovarian and NSCLC
Radioprotectant in head and neck cancer
Q3 annualized end-user sales \$65M

CytoGam®

Edgar Filing: AVIRON - Form 425

Attenuation of cytomegalovirus disease in solid organ transplantation patients
2000 end-user sales \$36M

MedImmune

Vertically integrated

- 900 employees:
250 R&D, 300 S&M, 200 Mfg, 150 SG&A
- Three manufacturing plants:
Gaithersburg, Frederick & Nijmegen
- Three sales forces:
Hospital (60), Pediatric (90) & Oncology (60)

R&D focus in infectious disease, immunology and oncology

Core competencies in antibodies and vaccines

Aviron Acquisition

\$1.5B transaction value

\$47.41 per AVIR share (28% premium) at 11/30/01

Stock-for-stock, tax free exchange offer

1.075 MEDI shares for each AVIR share

Equity ownership

- 86% MEDI
- 14% AVIR

Exchange offer expired midnight last night

-

94% of AVIR shares tendered

Anticipate closing by Monday

Strategic Rationale
Excellent Strategic Fit

Scientific and medical overlap

-

Infectious disease

-

Respiratory disease

-

Vaccine technology

-

Pediatrics

Leverages infrastructure and capabilities

-

Product development

-

Regulatory

-

Manufacturing/QA/QC

-

Marketing and sales

Strategic Rationale
Unique Ability to Assess and Execute

| | |
|------------|--|
| R&D | Jim Young, PhD |
| Clinical | Frank Top, MD Ed Connor, MD |
| Regulatory | Peter Patriarca, MD |
| Mfg./QC/QA | Gail Wasserman, PhD Ed Goley Ben Machielse |
| Marketing | Jeff Hackman |

Strategic Rationale
Excellent Financial Fit

Dilutive in 2002

Neutral to cash EPS in 2003

Double digit accretion thereafter

Accelerates growth targets '03-'06

- 25% annual revenue growth

- 30% annual EPS growth

Strategic Rationale
Excellent Financial Fit

Financial Goals

| | <u>2002</u> | <u>2003</u> | <u>2006</u> |
|---------------------------------------|-----------------|-----------------|-------------|
| Revenues | \$900M | \$1.1 - \$1.25B | >\$2.1B |
| Cash EPS | \$0.65 - \$0.70 | \$1.15 - \$1.20 | >\$2.50 |
| 2006 Operating Metrics (Goals) | | | |

77% to 80% gross margin

15% to 17% R&D

21% to 23% SG&A

Over 40% EBITDA and pre-tax margins

Strategic Rationale
Create Premier Biotech Company

Two blockbuster products

- Synagis®

- FluMist

Rich pipeline

- Antibodies and vaccines
- 12 products in clinical testing

Proven ability to deliver

- Product approvals
- Manufacturing scale-up
- Commercial success
- Financial results

The FluMist Opportunity

Influenza

Most common medically attended acute respiratory illness

- Fever, chills, myalgia, cough, sore throat, nasal congestion, headache, malaise

Annual U.S. disease burden

- 20-50M people infected
- 20,000-50,000 deaths
- 70M lost work days and 38 M lost school days
- Costs nearly \$15B

Sources: MMWR 2001; American Lung Association, 3/01

Influenza

Glezen WP. Emerging infections: pandemic influenza. Epidemiol Rev. 1996; 18(1),64-76.

Influenza

Vaccination is primary method for prevention

- Annual vaccination
- Inactivated vaccine

Three manufacturers

- Aventis Pasteur
- Medeva/Evans
- American Home Products

80 million doses sold annually in U.S.

- Growing at 10%
- Price doubled to approximately \$5 recently
- Expected to reach \$10 soon

Anticipate proprietary vaccine pricing for FluMist

FluMist

>20,000 vaccinated in ~20 studies
Positively viewed by pediatric community
Anticipated by recommending bodies
Significant public health impact

FluMist
Regulatory Status

Biologics License Application submitted October 2000

Pre-licensure inspections 1H 2001

-

Clinical sites

-

Manufacturing sites

Form 483 observations responded to July 2001

FDA advisory committee (VRBPAC) July 26-27, 2001

Advisory Committee Outcome

FluMist Efficacy

Strong endorsement overall

Limited data in children under 18 months

FluMist Safety

FDA analysis in progress

Database incomplete

Provisional rejection by Committee

Issues highlighted

Pneumonia

Concurrent immunizations

FluMist
Regulatory Status

Complete Response Letter received August 2001

FDA requested additional information and clarification on clinical results and manufacturing

Response submitted January 8, 2002

- - Significant new data and additional analyses
 -
 - Final study reports for Kaiser and Texas trials
 -
 - Objective to obtain 2002 approval
-

Potential Label

Indication

-
- Prevention of influenza in healthy individuals
>18 months and <65 years

Clinical Pharmacology

-
- 93% efficacy
-
- 37% reduction in flu-associated febrile otitis media
-
- Reduction in direct/indirect costs

Precautions/Warnings

-
- Do not use in persons with history of asthma/wheezing
-
- Do not administer with other vaccines

Side Effects

-
- Mild URI symptoms in some vaccinees

- Low incidence of fever
- Dosage/Administration
- 0.5cc Intranasally (0.25 cc in each nostril)
 - One dose per season, except first use in children <9 years old (two doses)
-

FluMist
Product Development Strategy

- Post-marketing studies planned
- Concurrent immunizations
 - Subjects with asthma or history of wheezing
- Yield improvements and capacity expansion
- Product enhancements
- Liquid formulation in Phase 3
 - Room temperature formulation in development
 - Cell culture production in research
-

FluMist
Commercial Structure

- Aviron & AHP co-promote in U.S.; AHP distributes ex-U.S.
 - AHP records all end-user sales
 - Aviron manufactures frozen FluMist
 - Aviron/AHP share manufacturing of liquid FluMist
 - AHP pays (reimburses) sales and marketing expenses
 - Co-fund clinical development costs
 - Aviron receives approximately 50% of WW end-user sales and profit
-

FluMist
Opportunity

Tremendous disease burden

New approach to immunization

Data supports efficacy

Complete Response Letter reply addresses remaining issues

Data support high likelihood of approval

Combined Pipeline

Conclusion

Proven Success of MedImmune

- Product development
- Commercialization
- Financial results

Edgar Filing: AVIRON - Form 425

FluMist offers a near term product opportunity with blockbuster potential

Aviron acquisition accelerates growth, diversifies revenues, strengthens pipeline, and creates a premier biotech company

QuickLinks

[Agenda](#)

[MedImmune](#)

[MedImmune](#)

[Aviron Acquisition](#)

[Strategic Rationale Excellent Strategic Fit](#)

[Strategic Rationale Unique Ability to Assess and Execute](#)

[Strategic Rationale Excellent Financial Fit](#)

[Strategic Rationale Excellent Financial Fit](#)

[Strategic Rationale Create Premier Biotech Company](#)

[The FluMist Opportunity](#)

[Influenza](#)

[Influenza](#)

[Influenza](#)

[FluMist Regulatory Status](#)

[Advisory Committee Outcome](#)

[FluMist Regulatory Status](#)

[Potential Label](#)

[FluMist Product Development Strategy](#)

[FluMist Commercial Structure](#)

[FluMist Opportunity](#)

[Combined Pipeline](#)

[Conclusion](#)