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ALKERMES INC
Form 8-K/A
February 12, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

DATE OF REPORT - FEBRUARY 7, 2003
(Date of earliest event reported)

ALKERMES, INC.

(Exact name of Registrant as specified in its charter)

PENNSYLVANIA
(State of incorporation)

1-14131
(Commission file number)

23-2472830
(IRS employer
identification
number)

88 SIDNEY STREET, CAMBRIDGE, MASSACHUSETTS 02139
(Address of principal executive offices, zip code)

AREA CODE (617) 494-0171
(Telephone number)

This Form 8-K/A amends and restates in its entirety the Form 8-K of Alkermes, Inc. dated February 7, 2003 and filed February 10, 2003.

ITEM 5. OTHER EVENTS

On February 10, 2003, the registrant issued a press release announcing the adoption of a shareholder rights plan, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety.

The description and terms of the new Rights are set forth in the Rights Agreement, dated as of February 7, 2003, by and between Alkermes, Inc. and EquiServe Trust Company, N.A., as Rights Agent, a copy of which is hereby filed as Exhibit 99.2 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

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A press release announcing the adoption of a shareholder rights plan is filed as Exhibit 99.1 to this Report.*

A Rights Agreement, dated as of February 7, 2003, between Alkermes, Inc. and EquiServe Trust Company, N.A., which includes as Exhibit B thereto the Form of Rights Certificate, is attached hereto as Exhibit 99.2.

* Previously filed as an exhibit to the Form 8-K of Alkermes, Inc. dated February 7, 2003 and filed February 10, 2003.

SIGNATURES

Pursuant to requirements of Section 13 or 15(d) 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: February 12, 2003

Alkermes, Inc.

By: /s/ James M. Frates

James M. Frates
Vice President, Chief Financial
Officer, and Treasurer

ALKERMES, INC.

CURRENT REPORT ON FORM 8-K

EXHIBIT INDEX

| Exhibit No. ----- | Exhibit ----- |
|----------------------|---|
| 99.1* | Alkermes, Inc. Press Release issued February 10, 2003 |
| 99.2 | Rights Agreement, dated as of February 7, 2003, between Alkermes, Inc. and EquiServe Trust Company, N.A., as Rights Agent |

* Previously filed as an exhibit to the Registrant's Current Report on Form 8-K dated February 7, 2003 and filed February 10, 2003.