

**Dealdoc****Asset purchase and licensing agreement for hemophilia-related assets plus anti-TFPI aptamer technology**

Baxter International  
Archemix

Nov 19 2010

# Asset purchase and licensing agreement for hemophilia-related assets plus anti-TFPI aptamer technology

<b>Companies:</b>	<a href="#">Baxter International</a> <a href="#">Archemix</a>
<b>Announcement date:</b>	Nov 19 2010
<b>Deal value, US\$m:</b>	315.0 : sum of upfront and milestone payments

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## Details

<b>Announcement date:</b>	Nov 19 2010
<b>Industry sectors:</b>	Bigpharma Pharmaceutical Biotech
<b>Therapy areas:</b>	Hematology » Hemophilia Oligonucleotide
<b>Technology types:</b>	Oligonucleotide » Aptamer Small molecules
<b>Deal components:</b>	Asset purchase Licensing
<b>Stages of development:</b>	Preclinical Phase I
<b>Geographic focus:</b>	Worldwide

## Financials

<b>Deal value, US\$m:</b>	315.0 : sum of upfront and milestone payments
<b>Upfront, US\$m:</b>	30.0 : initial payment
<b>Milestones, US\$m:</b>	285.0 : milestone-related payments

## Termsheet

19 November 2010

Definitive agreement to acquire all of the hemophilia-related assets of a Archemix, and entered into an exclusive license agreement for certain related intellectual property assets.

The lead product associated with the arrangement is ARC19499, a synthetic, subcutaneously-administered hemophilia therapy currently in a Phase I clinical trial in the UK.

ARC19499 blocks Tissue Factor Pathway Inhibitor (TFPI) activity, thereby augmenting and improving blood clotting, potentially reducing replacement factor therapy for patients with hemophilia A and B.

Baxter expects to record a special pre-tax in-process research and development charge of approximately \$30 million in the fourth quarter of 2010 relating to an upfront payment associated with the transaction.

In the future, Baxter may also make milestone-related payments to Archemix of up to \$285 million.

## Press Release

19 November 2010

Baxter International, Inc. (BAX) Announces Acquisition of All Hemophilia-Related Assets of Archemix Corporation and an Exclusive License of Its Anti-TFPI Aptamer Technology for \$30 Million Upfront Plus Possible \$285 Million More in Milestones

DEERFIELD, Ill.--(BUSINESS WIRE)-- Baxter International Inc. (NYSE:BAX - News) announced today that it has entered into a definitive agreement to acquire all of the hemophilia-related assets of a privately-held biopharmaceutical company, Archemix, and entered into an exclusive license agreement for certain related intellectual property assets.

The lead product associated with the arrangement is ARC19499, a synthetic, subcutaneously-administered hemophilia therapy currently in a Phase I clinical trial in the UK. ARC19499 blocks Tissue Factor Pathway Inhibitor (TFPI) activity, thereby augmenting and improving blood clotting, potentially reducing replacement factor therapy for patients with hemophilia A and B.

"Baxter is committed to optimizing hemophilia care and improving the lives of people living with hemophilia around the world," said Hartmut Ehrlich, M.D., vice president, global research and development and medical affairs, for Baxter's BioScience business. "This anti-TFPI program is an important addition to other Baxter hemophilia development programs focusing on longer-acting rFVIII and rFIX and non-intravenous therapies."

Baxter expects to record a special pre-tax in-process research and development charge of approximately \$30 million in the fourth quarter of 2010 relating to an upfront payment associated with the transaction. In the future, Baxter may also make milestone-related payments to Archemix of up to \$285 million. Subject to regulatory approvals and other conditions, the companies expect to complete the transaction by year-end.

### About ARC19499

ARC19499 is part of a new therapeutic class referred to as "aptamers." As an aptamer is smaller than a protein or biologic, these molecules have the potential to be developed for subcutaneous administration. The Phase I clinical trial for ARC19499 was initiated by Archemix in the UK in August 2010 and continues to enroll patients. Currently there is one aptamer approved by the U.S. FDA and available to patients today: Macugen®, for the treatment of age-related macular degeneration.

### About Hemophilia

Hemophilia is a rare genetic blood clotting disorder that primarily affects males.<sup>1</sup> People living with hemophilia do not have enough of, or are missing, one of the blood clotting proteins naturally found in blood.<sup>1</sup> Two of the most common forms of hemophilia are A and B.<sup>1</sup> In people with hemophilia A, clotting factor VIII is not present in sufficient amounts or is absent.<sup>1</sup> Without enough FVIII, people with hemophilia can experience spontaneous, uncontrolled internal bleeding that is painful, debilitating, damaging to joints and potentially fatal.<sup>1</sup> People with hemophilia B (also called Christmas disease) do not have sufficient amounts of clotting factor IX.<sup>1</sup> In about 30 percent of cases, there is no family history of hemophilia and the condition is the result of a spontaneous gene mutation.<sup>1</sup> According to the World Federation of Hemophilia, more than 400,000 people in the world have hemophilia.<sup>2</sup> All races and economic groups are affected equally.<sup>2</sup>

### About Baxter International Inc.

Baxter International Inc., through its subsidiaries, develops, manufactures and markets products that save and sustain the lives of people with hemophilia, immune disorders, cancer, infectious diseases, kidney disease, trauma and other chronic and acute medical conditions. As a global, diversified healthcare company, Baxter applies a unique combination of expertise in medical devices, pharmaceuticals and biotechnology to create products that advance patient care worldwide.

## Filing Data

*Not available.*

## Contract

*Not available.*