

AVIRON  
Form 425  
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On December 3, 2001, MedImmune announced that it has entered into a definitive merger agreement under which it will acquire Aviron through an exchange offer and merger transaction. Attached and incorporated herein by reference in its entirety as Exhibit 1 is a copy of a slide-show presentation given to investors by MedImmune to further explain the transaction.

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Filed by MedImmune, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
Subject Company: Aviron  
Commission File No. 000-20815

## **Jennison Associates Presentation**

### ***December 2001***

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**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 the offer and merger will close or that Aviron will be integrated successfully or without unanticipated costs.

We urge Aviron stockholders and other investors 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 or will be filed by MedImmune with the Securities and Exchange Commission and the related solicitation/recommendation statement 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](http://www.sec.gov). Documents are available for free from MacKenzie Partners, Inc., 800-322-2885.

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## Agenda

MedImmune Overview

Aviron Acquisition

Transaction Details

Strategic Rationale

FluMist Opportunity

Aviron Pipeline Overview

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## MedImmune, Inc.

Founded 1988, IPO 1991; headquarters in Gaithersburg, MD

\$10B market cap, S&P 500, S&P 100, NASDAQ 100

Profitable since '98; \$1.1B in assets; \$655M in cash; \$204M in LTM operating cash flow (38% of revenues)

Three core marketed products; focused on infectious disease, immunology and oncology

Vertically integrated

900 employees; 250-person R&D organization

Two manufacturing plants: MD & Netherlands

Three sales forces: hospital, pediatric & oncology

New headquarters/R&D facility early 2003

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## Synagis®

Humanized monoclonal antibody

Only MAb approved for infectious disease

Launched in U.S. September 1998

Prevention of serious lower respiratory tract disease caused by RSV in high risk infants

Approved in 46 countries; ABT ex-US distributor, co-promotes in U.S.

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## Worldwide Synagis® Sales *Seasonal Comparison* *(millions)*

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## **Ethyol®**

**Cytoprotectant agent**

**Reduce cisplatin toxicities in ovarian and NSCLC (1996)**

**Prevent radiation induced xerostomia in H/N (1999)**

**MEDI regained U.S. marketing rights October '01**

**Schering-Plough ROW distributor**

**Current annualized worldwide sales \$65M (\$44M U.S.)**

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## **Strong R&D Pipeline**

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# **Aviron Acquisition**

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## **Transaction Details**

**\$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**

**Standard closing conditions**

**Anticipate closing 1Q '02**

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## **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

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## **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

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## **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

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## **Strategic Rationale**

### *Excellent Financial Fit*

Financial Goals

2002

2003

2006

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Financial Goals	2002	2003	2006
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

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## Strategic Rationale

### *Create Premier Biotech Company*

Two blockbuster products

Synagis®

FluMist

Rich pipeline

Antibodies and vaccines

Four in Phase 3, five in Phase 2

Proven ability to deliver

Product approvals

Manufacturing scale-up

Commercial success

Financial results

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## The FluMist Opportunity

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# Influenza

**Most common cause of medically attended acute respiratory illness**

**Acute febrile illness (up to 104°F)**

**Chills, myalgia, cough, sore throat, nasal congestion, headache, malaise**

**High risk of mortality and other severe complications**

**Pneumonia and influenza <sup>6</sup> leading cause of death in the US**

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## Impact of Influenza

**Every Year in the U.S.**

**25-50 Million People Infected**

**20,000-50,000 Deaths**

**70 Million Lost Work Days**

**38 Million Lost School Days**

**Costs Nearly \$15 Billion**

**Source: MMWR 2001**

**Source: American Lung Association, 3/01**

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## Influenza-related Morbidity and Mortality

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

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## **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

Live	Active viral replication	X >20,000 vaccinated in ~20 studies
Attenuated	Mild Infection	X Positively viewed by pediatric community
Cold-adapted Temperature-sensitive	Replication restricted mainly to nasopharynx	X Anticipated by recommending bodies
Trivalent	A (H3N2, H1N1), B	X Significant public health impact

Dose = 0.5 ml (~10<sup>7</sup> TCID<sub>50</sub>)  
0.25 ml into each nostril

## Efficacy

Endpoint	% Efficacy	95% CI
Culture Confirmed Flu	91.7	87.7, 94.4
Febrile Illness	93.6	89.7, 96.0
Otitis Media	96.2	87.6, 98.8
Lower Respiratory Illness Endpoint	95.2 % Reduction	62.2, 99.4 P-Value
Missed daycare/preschool/school days		
Any Illness	12.8	0.07
Culture Positive Illness	93.2	<0.001
Healthcare Provider Visits		
Any Illness	11.2	0.02
Culture Positive Illness	92.1	<0.001
Parental Lost Work		
Any Illness	12.6	0.17
Culture Positive Illness	93.0	<0.001

## Frozen FluMist BLA

## *Under FDA Review*

**BLA Submission: October 31, 2000**

**10 month PDUFA calendar**

**Pre-licensure inspections conducted 1H 2001**

**Clinical sites**

**Manufacturing sites**

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

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### **VRBPAC Efficacy Discussion**

**Question 1:**

**Are the data adequate to support the efficacy of FluMist?**

**Adults 18-64 years of age?**

**Yes 13-2**

**Children 1-17 years of age?**

**Yes 8-7**

**Children 2-17 years of age?**

**Yes 13-2**

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### **VRBPAC: Safety Discussion**

**Question 2:**

**Are the data adequate to support the safety of FluMist in the population in which an indication is being sought (i.e., 1-64 years)?**

**No 10-4**

**6 of 10 no votes were provisional  
pending final FDA data analysis**

**Issues**

**Pneumonia**

**Asthma**

**Concurrent use**

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## Pediatric Pneumonia

Study	FluMist			Placebo		
	N	Cases	≥21d	N	Cases	≥21d
AV006-Y1	1070	8	6	532	2	1
AV006-Y2	917	2	1	441	0	0
AV007	400	1	1	100	0	0
AV0012-Y1	4298	2	1			
AV0012-Y2	5251	6	4			
AV0015	949	1	1			
AV0017	1175	3	3	70	0	0
AV0019	6495	14	10	3238	10	6
<b>Total</b>	<b>20,555</b>	<b>37</b>	<b>27</b>	<b>4,381</b>	<b>12</b>	<b>7</b>
<b>Percent</b>		<b>0.18%</b>	<b>0.13%</b>		<b>0.21%</b>	<b>0.16%</b>

## Asthma Episodes (All Doses) AV019 Healthy Children

Age	FluMist n/N	Placebo n/N	Rate per 1000 person-months FluMist/Placebo	p Value
1-17 years	58 / 6473	30 / 3216	4.6 / 4.8	p=0.422
1-8 years	45 / 3769	21 / 1868	5.1 / 4.8	p=0.418
18-36 months	16 / 728	2 / 369	9.3 / 2.3	p=0.019
12-17 months	1 / 171	3 / 90	2.5 / 14.4	p=0.067

## Safety Database (approximate number of participants)

	Pre-Aviron Data Set	Included in BLA	Included in Safety Update
Healthy Children	2,600	6,000	18,000
Healthy Adults	4,600	3,700	4,000
High Risk	900	700	2,000
<b>Total</b>	<b>8,100</b>	<b>10,400</b>	<b>24,000</b>

## Complete Response Letter

Complete response letter received 8/31/01

FDA requested additional information and clarification on clinical & manufacturing data

Response planned by December 31, 2001

FDA will re-start review clock (6 months)

Optimistic that available data will satisfy FDA

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## Potential Label

Indication	Prevention of influenza in healthy persons age 18mo - 64yrs
ClinPharm	93% Efficacy 37% ARROW flu-assoc. febrile otitis media Reduction in direct/indirect costs
Precautions/ warnings	Do not administer to persons with prior Hx wheezing; do not administer with other vaccines
Side Effects	Mild URI Sx in 20-50% Significant fever 2-5%
Dosage/admin	0.5 cc intranasally (0.25 cc/nostril) 2 doses 30-60d apart for age <9yrs

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## Conclusions

- X Important medical advance
- X New approach to immunization
- X Data supports efficacy
- X Draft clinical responses address major CR issues
- X Primary issues that may affect timing and labeling

Concomitant immunization data

Wheezing/asthma

- X Data support high likelihood of approval
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**FluMist Commercial Structure**

**AHP (Wyeth-Lederle Vaccines) alliance  
U.S. co-promotion**

**AHP distributes Ex-U.S.**

**AHP records end-user sales**

**Aviron manufactures frozen FluMist**

**Aviron/AHP share manufacturing of liquid FluMist**

**AHP pays (reimburses) sales and marketing expenses**

**Co-funding of clinical development costs**

**Aviron receives approximately 50% of worldwide end-user sales and operating profit**

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## **R&D Programs**

**FluMist Enhancements  
Liquid presentation**

**Sterile filtration for virus harvest**

**Reduced NAF**

**Plasmid rescue for development of MVS**

**Cell culture production**

**Mapping of mutations in MDV**

**Herpes Simplex Vaccine**

**Cytomegalovirus Vaccine**

**Parainfluenza Virus-3/bovine PIV-3 Vaccine Hybrid**

**RSV Vaccine/bovine PIV-3 Vaccine Hybrid**

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## **Aviron Acquisition**

**Excellent strategic fit**

**Excellent financial fit**

**Creates premier biotech company**

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## QuickLinks

[DISCLOSURE NOTICE](#)

[Agenda](#)

[MedImmune, Inc.](#)

[Strong R&D Pipeline](#)

[Aviron Acquisition](#)

[Transaction Details](#)

[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](#)

[Impact of Influenza](#)

[Influenza-related Morbidity and Mortality](#)

Influenza

Efficacy

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Aviron Acquisition