

AnorMED Inc.  
Form SC 14D9/A  
October 05, 2006

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14D-9  
SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 12)**

**AnorMED Inc.**

(Name of Subject Company)

**AnorMED Inc.**

(Name of Persons Filing Statement)

**Common Shares**

(Title of Class of Securities)

**035910108**

(CUSIP Number of Class of Securities)

**William J. Adams**

**Vice President, Finance, Chief Financial Officer,**

**Secretary and Treasurer**

**200-20353 64<sup>th</sup> Avenue**

**Langley, British Columbia**

**Canada V2Y 1N5**

**(604) 530-1057**

(Name, address and telephone number of person authorized to receive notices  
and communications on behalf of filing persons)

**Copies to:**

**R. Hector MacKay-Dunn, Q.C.**

**Ronald G. Murray**

**Farris, Vaughan, Wills & Murphy LLP**

**25<sup>th</sup> Floor**

**700 West Georgia Street**

**Vancouver, B.C.**

**Canada V7Y 1B3**

**Daniel M. Miller**

**Dorsey & Whitney LLP**

**Suite 1605**

**777 Dunsmuir Street**

**P.O. Box 10444, Pacific Centre**

**Vancouver, B.C.**

**Canada V7Y 1K4**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

This Amendment No. 12 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended, the Statement ) initially filed by AnorMED Inc. with the U.S. Securities and Exchange Commission on September 5, 2006, relating to the tender offer (the Genzyme Offer ) made by Dematal Corporation ( Dematal ), a Nova Scotia unlimited liability company and a wholly-owned subsidiary of Genzyme Corporation ( Genzyme and together with Dematal, the Offerors ), a Massachusetts corporation, for all of the common shares of AnorMED. The terms and conditions of the Genzyme Offer are set forth in the Offer to Purchase and Circular of the Offerors, dated September 1, 2006 (the Tender Offer Circular ). The Tender Offer Circular has been filed by the Offerors with the U.S. Securities and Exchange Commission as part of a Tender Offer Statement on Schedule TO (as it may be amended or supplemented from time to time, the Schedule TO ), which includes information required to be reported under Rule 14d-3 of the Securities Exchange Act of 1934, as amended. The Schedule TO was initially filed by the Offerors on September 1, 2006.

In connection with the Genzyme Offer, the Company s board of directors has prepared a directors circular (the Initial Directors Circular ), dated September 5, 2006, pursuant to applicable securities laws in Canada and the United States. The Company s board of directors has also prepared a second directors circular (the Millennium Directors Circular ), dated October 5, 2006, pursuant to applicable securities laws in Canada and the United States. The Initial Directors Circular has been mailed to AnorMED shareholders, was filed as exhibit (a)(2)(A) to the initial filing of this Statement, and is incorporated by reference into this Statement in its entirety. The Millennium Directors Circular will be mailed to AnorMED shareholders, is filed herewith as exhibit (a)(2)(S), and is incorporated by reference into this Statement in its entirety. Capitalized terms used herein and not defined herein have the respective meanings assigned to such terms in the Initial Directors Circular and the Millennium Directors Circular.

**Item 9. EXHIBITS**

Item 9 is hereby amended and supplemented to include the following exhibits:

| Exhibit   | Description                               |
|-----------|---|
| (a)(2)(S) | Directors Circular, dated October 5, 2006 |

---

**SIGNATURES**

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.

Dated: October 5, 2006

**ANORMED INC.**

By: /s/ William J. Adams

Name: William J. Adams

Title: Vice President, Finance, Chief  
Financial Officer, Secretary and  
Treasurer

---

**EXHIBIT INDEX**

| Exhibit    | Description   |
|------------|---|
| (a)(2)(A)* | Directors Circular, dated September 5, 2006   |
| (a)(2)(B)* | Press release of AnorMED Inc., dated September 5, 2006  |
| (a)(2)(C)* | News release, dated September 7, 2006   |
| (a)(2)(D)* | Material Change Report, dated September 11, 2006  |
| (a)(2)(E)* | Material Change Report, dated September 11, 2006  |
| (a)(2)(F)* | Limited Duration Shareholder Rights Plan Agreement  |
| (a)(2)(G)* | News release, dated September 15, 2006  |
| (a)(2)(H)* | News release, dated September 18, 2006  |
| (a)(2)(I)* | News release, dated September 19, 2006  |
| (a)(2)(J)* | PowerPoint slides from Annual General Meeting presentation  |
| (a)(2)(K)* | Transcript of portions of Annual General Meeting  |
| (a)(2)(L)* | News release, dated September 20, 2006  |
| (a)(2)(M)* | News release, dated September 25, 2006  |
| (a)(2)(N)* | News release, dated September 26, 2006  |
| (a)(2)(O)* | Material Change Report, dated September 28, 2006, in connection with an amended license agreement between AnorMED Inc. and Poniard Pharmaceuticals, Inc.                              |
| (a)(2)(P)* | Amendment No. 1 to License Agreement, effective as of September 18, 2006, between AnorMED Inc. and Poniard Pharmaceuticals, Inc.  |
| (a)(2)(Q)* | Material Change Report, dated September 28, 2006, in connection with the Support Agreement, dated as of September 26, 2006, between AnorMED Inc. and Millennium Pharmaceuticals, Inc. |
| (a)(2)(R)* | News release, dated October 4, 2006   |
| (a)(2)(S)  | Directors Circular, dated October 5, 2006   |
| (e)(1)*    | Confidentiality Agreement, dated October 4, 2006, among Genzyme Corporation, Dematal Corp. and AnorMED Inc.   |
| (g)(1)*    | Information Agent Script for Incoming Calls   |

(g)(2)\* Information Agent Script for Outgoing Calls

(g)(3)\* Information Agent Script for Outgoing Calls

(g)(4)\* Information Agent Script for Incoming Calls

\* Previously filed.