

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported): June 5, 2013

PDL BIOPHARMA, INC.

(Exact name of Company as specified in its charter)

000-19756

(Commission File Number)

Delaware
(State or Other Jurisdiction of
Incorporation)

94-3023969
(I.R.S. Employer Identification No.)

**932 Southwood Boulevard
Incline Village, Nevada 89451**

(Address of principal executive offices, with zip code)

(775) 832-8500

(Company's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Beginning on June 5, 2013, PDL BioPharma, Inc. (the Company) will meet with investors at the Jefferies 2013 Global Healthcare Conference in New York City before making a presentation at the conference on June 6. A copy of the Company's materials that may be used in such meetings and at the presentation has been posted to the Company's website and is attached hereto as Exhibit 99.1.

Limitation of Incorporation by Reference

In accordance with General Instruction B.2. of Form 8-K, the information in this report, including the exhibit, is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This Current Report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

Cautionary Statements

This filing and the presentation include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors that could impair the Company's royalty assets or business are disclosed in the "Risk Factors" contained in the Company's 2012 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2013. All forward-looking statements are expressly qualified in their entirety by such factors. We do not undertake any duty to update any forward-looking statement except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Presentation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PDL BIOPHARMA, INC.
(Company)

By: /s/ John P. McLaughlin
John P. McLaughlin
President and Chief Executive Officer

Dated: June 5, 2013

EXHIBIT INDEX

Exhibit No.	Description
99.1	Presentation



Jefferies 2013 Global Healthcare Conference

June 6, 2013



Forward Looking Statements

This presentation contains forward-looking statements, including PDL's expectations with respect to its future royalty revenues, expenses, net income, and cash provided by operating activities. Each of these forward-looking statements involves risks and uncertainties. Actual results may differ materially from those, express or implied, in these forward-looking statements. Factors that may cause differences between current expectations and actual results include, but are not limited to, the following:

- ▶ The expected rate of growth in royalty-bearing product sales by PDL's existing licensees;
- ▶ The relative mix of royalty-bearing Genentech products manufactured and sold outside the U.S. versus manufactured or sold in the U.S.;
- ▶ The ability of PDL's licensees to receive regulatory approvals to market and launch new royalty-bearing products and whether such products, if launched, will be commercially successful;
- ▶ The productivity of acquired income generating assets may not fulfill our revenue forecasts and, if secured by collateral, we may be undersecured and unable to recuperate our capital expenditures in the transaction;
- ▶ Changes in any of the assumptions on which PDL's projected revenues are based;
- ▶ Changes in foreign currency rates;
- ▶ Positive or negative results in PDL's attempt to acquire income generating assets;
- ▶ The outcome of pending litigation or disputes, including PDL's current dispute with Genentech related to ex-U.S. sales of Genentech licensed products; and
- ▶ The failure of licensees to comply with existing license agreements, including any failure to pay royalties due.

Other factors that may cause PDL's actual results to differ materially from those expressed or implied in the forward-looking statements in this presentation are discussed in PDL's filings with the SEC, including the "Risk Factors" sections of its annual and quarterly reports filed with the SEC. Copies of PDL's filings with the SEC may be obtained at the "Investors" section of PDL's website at www.pdl.com. PDL expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in PDL's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based for any reason, except as required by law, even as new information becomes available or other events occur in the future. All forward-looking statements in this presentation are qualified in their entirety by this cautionary statement.

Key Information

<i>Ticker</i>	PDLI (NASDAQ)
<i>Location</i>	Incline Village, Nevada
<i>Employees</i>	Less than 10
<i>2012 Revenues</i>	\$375 million
<i>2012 Expenses</i>	\$25 million
<i>2013 Regular Dividends (Pay Date)</i>	\$0.15 /share paid on March 12 and to be paid on June 12, September 12, and December 12
<i>2013 Regular Dividends (Record Date)</i>	March 5, June 5, September 5, and December 5
<i>Q1-2013 Cash Position¹</i>	\$187 million
<i>Shares O/S²</i>	~ 140 million
<i>Average Daily Volume</i>	~ 1.8 million shares

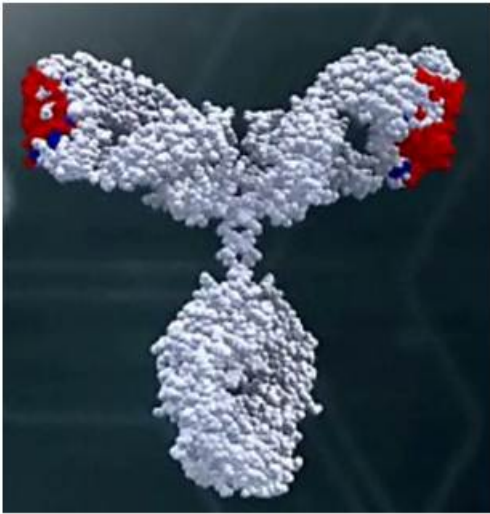
3 1. As of March 31, 2013; 2. Not fully diluted



Overview of PDL BioPharma



Antibody Humanization Technology



- ▶ Antibodies are naturally produced by humans to fight foreign substances, such as bacteria and viruses
 - ▶ In the 1980's, scientists began creating antibodies in non-human immune systems, such as those of mice, that could target specific sites on cells to fight various human diseases
 - ▶ However, mouse derived antibodies are recognized by the human body as foreign substances and may be rejected by the human immune system
- ▶ PDL's technology allows for the "humanization" of mouse derived antibodies by moving the important binding regions from the mouse antibody onto a human framework
 - ▶ PDL's humanization technology is important because the humanized antibodies retain the binding and activity levels from the original mouse antibody
 - ▶ PDL's technology has been incorporated into antibodies to treat cancer, eye diseases, arthritis, multiple sclerosis and other health conditions with aggregate annual sales of over \$20 billion



Mission

▶ **Queen et al. Patents**

- › Manage patent portfolio
- › Manage license agreements

▶ **Optimize return for shareholders**

▶ **Obtain new income generating assets**

- › Assets that improve shareholder return
- › Preferably backed by commercial stage products
- › Drug or medical devices with differentiated profile
- › Indifferent as to therapeutic field



Corporate Governance

Management

John McLaughlin
President & CEO

Christopher Stone
VP, General Counsel &
Secretary

Peter Garcia
VP & Chief Financial
Officer

Danny Hart
Deputy General Counsel

Board of Directors

Jody Lindell

John McLaughlin

Paul Sandman

Harold E. Selick
Lead Director

Fred Frank
Special Advisor to
Board



Licensed Products and Royalty Revenue



Approved Licensed Products: Overview

Product	Licensee	2012 WW Sales	Approved Indications
 AVASTIN [®] bevacizumab	Genentech (US) and Roche (ex-US)	\$6.2 billion	Metastatic colorectal cancer Advanced non-small cell lung cancer Renal cancer Metastatic HER2 – breast cancer Glioblastoma Ovarian cancer
 Herceptin [®] trastuzumab	Genentech (US) and Roche (ex-US)	\$6.3 billion	Metastatic HER2+ breast cancer Metastatic HER2+ stomach cancer
 LUCENTIS [®] RANIBIZUMAB INJECTION	Genentech (US) and Novartis (ex-US)	\$3.99 billion	Wet age-related macular degeneration (AMD) Macular edema or swelling following retinal vein occlusion Diabetic macular edema
 Xolair [®] Omalizumab for subcutaneous use	Genentech (US) and Novartis (ex-US)	\$1.3 billion	Moderate to severe persistent allergic asthma First approved therapy designed to target the antibody IgE, a key underlying cause of the symptoms of allergy related asthma
 TYSABRI [®] (natalizumab)	Biogen Idec	\$1.6 billion	Multiple Sclerosis (MS) in adult patients with relapsing forms of the disease Crohn's disease in adult patients with moderate-to-severe forms of the disease who have had an inadequate response to or are unable to tolerate conventional therapies
 ACTEMRA [®] tocilizumab	Roche and Chugai	\$0.9 billion	Moderate to severe rheumatoid arthritis (RA), including patients who have had an inadequate response to one or more DMARDS
 PERJETA [®] pertuzumab	Genentech (US) and Roche (ex-US)	\$60 million (approved on June 8, 2012)	Previously untreated HER2+ metastatic breast cancer
 Kadcyla [®] ado-trastuzumab emtansine	Genentech (US) and Roche (ex-US)	Approved on February 22, 2013	Second line metastatic HER2+ breast cancer First line in patients with metastatic HER2+ breast cancer with disease recurrence within 6 months of adjuvant treatment

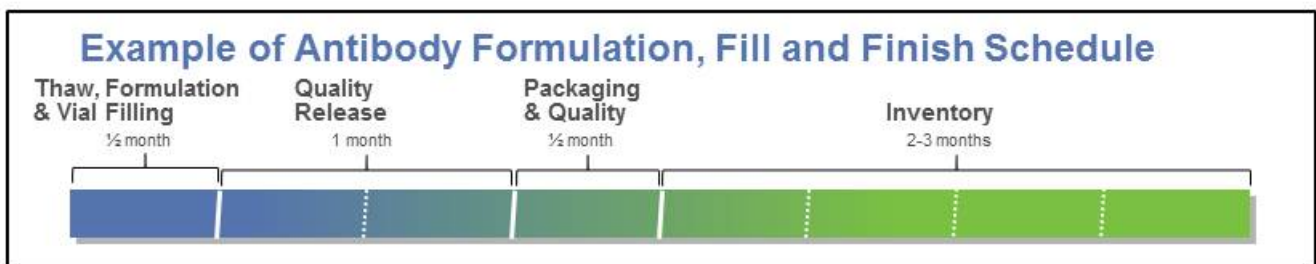
How Long Will PDL Receive Royalties from Queen et al. Patents?

► PDL's revenues consist of royalties generated on sales of licensed products

- › Sold in a patented jurisdiction before the expiration of the Queen et al. patents in mid-2013 through end of 2014

OR

Made prior to the expiration of the Queen et al. patents in a patented jurisdiction and sold anytime thereafter



Queen et al. Patents - Royalty Rates

► Tysabri and Actemra

- › Flat, low single-digit royalty

► Genentech Products (Avastin, Herceptin, Lucentis¹ and Xolair)

- › Tiered royalties on product made or sold in US
- › Flat, 3% royalty on product made and sold outside US
- › Blended global royalty rate on Genentech Products in 2012 was 1.8%
- › Blended royalty rate on Genentech Products in 2012 made or sold in US was 1.4%

Genentech Product Made or Sold in U.S.	
Net Sales up to \$1.5 Billion	3.0%
Net Sales Between \$1.5 Billion and \$2.5 Billion	2.5%
Net Sales Between \$2.5 Billion and \$4.0 Billion	2.0%
Net Sales Over \$4.0 Billion	1.0%
Genentech Product Made and Sold Ex-U.S.	
Net Sales	3.0%

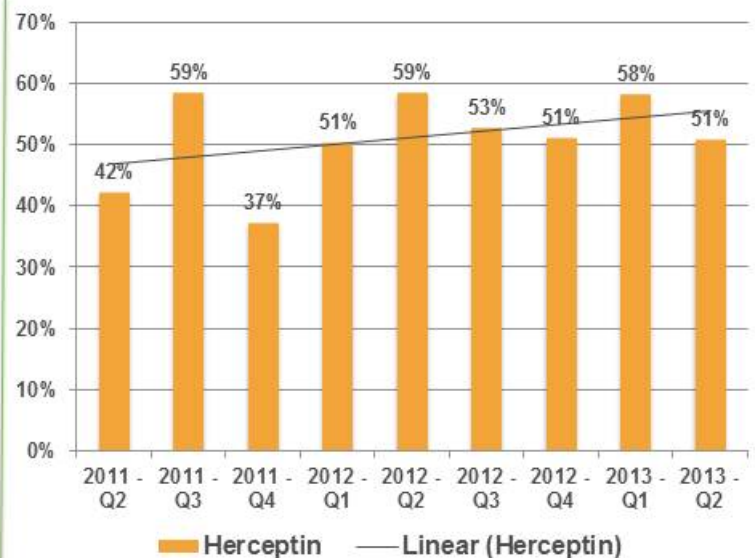
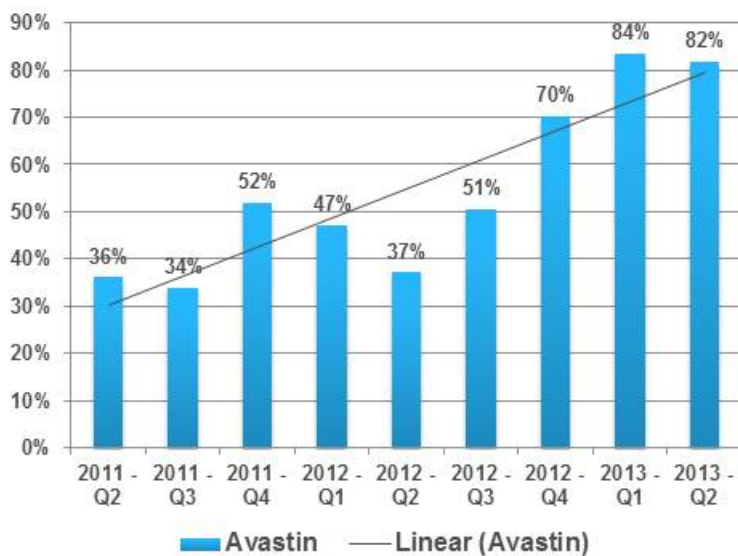
1. As part of a settlement with Novartis, which commercializes Lucentis outside US, PDL agreed to pay to Novartis certain amounts based on net sales of Lucentis made by Novartis during calendar year 2011 and beyond. The amounts to be paid are less than we receive in royalties on such sales and we do not currently expect such amount to materially impact our total annual revenues in 2013.

Ex-US Manufacturing & Sales

► Roche is moving some manufacturing ex-US which may result in higher royalties to PDL due to the flat 3% royalty for Genentech Products made and sold ex-US

› Current production at Penzburg (Herceptin) and Basel (Avastin) plants

Ex-US Made/Ex-US Sold



As reported to PDL by its licensee. Dates in above charts reflect when PDL receives royalties on sales. Sales occurred in the quarter prior to the dates in the above charts.



Royalty Products – Approved



Royalty Products - Avastin

Avastin



- ✓ On April 11, 2013, Genentech/Roche reported that 1Q13 worldwide sales increased by 11%.
- ✓ On December 12, 2012 and January 24, 2013, Genentech/Roche announced EU and US approval, respectively for second line metastatic colorectal cancer.

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

Royalty Products - Herceptin

Avastin

Herceptin

✓ On April 11, 2013, Genentech/Roche reported that 1Q13 worldwide sales increased by 11%.

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

Royalty Products - Lucentis

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

- ✓ On April 11, 2013, Genentech/Roche reported that 1Q13 US sales increased by 1%.
- ✓ On April 24, 2013, Novartis reported that 1Q13 ex-US sales increased by 7%.

Royalty Products - Xolair

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

- ✓ On April 11, 2013, Genentech/Roche reported that 1Q13 US sales increased by 12%.
- ✓ On April 24, 2013, Novartis reported that 1Q13 ex-US sales increased by 29%.

Royalty Products - Tysabri

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

✓ On April 25, 2013, Biogen Idec reported that 1Q13 worldwide sales increased by 9%.

Royalty Products - Actemra

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

- ✓ On April 11, 2013, Genentech/Roche reported that 1Q13 worldwide sales increased by 13% on a constant exchange basis.
- ✓ On April 30, 2013, Genentech/Roche announced that FDA had approved its use for the treatment of a rare, debilitating condition in children.

Royalty Products - Perjeta

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

- ✓ On April 11, 2013, Genentech/Roche reported 1Q13 sales of CHF 50 million.
- ✓ Genentech/Roche announced EMA approval in March 2013 and expect to file in 2Q13 for approval in US in neo-adjuvant setting for HER2+ breast cancer.

Royalty Products - Kadcylla

Avastin

Herceptin

Lucentis

Xolair

Tysabri

Actemra

Perjeta

Kadcyla

✓ On February 22, 2013, Genentech/Roche announced that FDA approval for second line treatment of HER2+ metastatic breast cancer and first line treatment for patients who relapse within 6 months following adjuvant therapy.



Potential Royalty Products



Potential Royalty Products – Obinutuzumab

Ocrelizumab
Multiple Sclerosis

Obinutuzumab
Chronic Lymphocytic
Leukemia

- ✓ On May 15, 2013, Genentech/Roche filed for approval in US and EU for treatment of chronic lymphocytic leukemia.
- ✓ FDA designated it as a breakthrough therapy for this indication.

Solanezumab
Alzheimer's Disease

Daclizumab
Multiple Sclerosis

Potential Royalty Products – Solanezumab

Ocrelizumab
Multiple Sclerosis

Obinutuzumab
Chronic Lymphocytic
Leukemia

Solanezumab
Alzheimer's Disease

Daclizumab
Multiple Sclerosis

- ✓ On August 24, 2012, Lilly announced that both of its Phase 3 trials did not meet the primary endpoints of cognitive and functional benefit.
 - A pre-specified secondary subgroup analysis of the pooled data from both trials showed that solanezumab slowed the cognitive decline in patients with mild disease but not patients with moderate disease.
- ✓ On December 12, 2012, Lilly said that it will commence an additional Phase 3 trial in patients with mild Alzheimer's Disease by no later than 3Q2013.
- ✓ On January 18, 2013, the NIH's National Institute of Aging (NIA) announced that it and other federal agencies will fund a three year trial investigating the use of solanezumab in 1,000 patients with abnormal amyloid protein buildup but who are at the pre-symptomatic stage of Alzheimer's Disease.
 - NIA selected solanezumab after considering a number of anti-amyloid treatments.
- ✓ If solanezumab were to receive marketing authorization, PDL would receive a patent royalty of 3% through the expiration of Queen et al. patents in addition to a 12.5 year know-how royalty of 2% from date of first sale.





Financials



First Quarter 2013 Overview

<i>(In thousands, except per share amounts)</i>	Three Months Ended March 31,	
	2013	2012
Revenues	\$ 91,847	\$ 77,344
G&A expenses	7,186	6,945
Operating income	84,661	70,399
Interest and other income, net	3,838	90
Interest expense	(6,000)	(8,700)
Income before income taxes	82,499	61,789
Income tax expense	29,028	21,605
Net income	\$ 53,471	\$ 40,184
Net income per share - Basic	\$ 0.38	\$ 0.29
Net income per share - Diluted	\$ 0.36	\$ 0.29

	March 31, 2013	December 31, 2012
Cash, cash equivalents and investments	\$ 187,213	\$ 148,689
Total notes receivable	\$ 90,184	\$ 93,208
Total assets	\$ 312,810	\$ 279,966
Convertible notes payable	\$ 312,613	\$ 309,952
Total stockholders' deficit	\$ (93,671)	\$ (68,122)



Debt



Current and Long-Term Liabilities

Convertible Notes	Conversion Rate per \$1,000 Principal Amount	Approximate Conversion Price Per Common Share	Effective Date	Principal Balance Outstanding
May 2015 Notes 3.75%	154.4189	\$6.48	June 3, 2013	\$155,250,000
Series 2012 Notes 2.875%	176.389	\$5.67	June 3, 2013	\$179,000,000
February 2015 Notes 2.875%	176.389	\$5.67	June 6, 2013	\$1,000,000

- ▶ In May 2015 Notes, bond hedge effectively increases conversion price to \$7.62
- ▶ In 2011 and 2012, we restructured two convertible notes to “net-share” settle and eliminated 44 million dilutive shares



Legal Matters



Pending Dispute with Genentech and Roche

▶ **In August 2010, Genentech sent a fax on behalf of Roche and Novartis asserting its products do not infringe PDL's supplementary protection certificates (SPCs)**

- › Products include Avastin, Herceptin, Lucentis and Xolair
- › SPCs are patent extensions in Europe that are issued on a country-by-country and product-by-product basis

▶ **PDL Response**

- › Genentech's assertions are without merit
- › PDL disagrees with Genentech's assertions of non-infringement
- › Genentech had waived its rights to challenge our patents, including SPCs in its 2003 Settlement Agreement with PDL

▶ **2003 Settlement Agreement**

- › Resolved intellectual property disputes between the two companies at that time
- › Limits Genentech's ability to challenge infringement of PDL's patent rights, including SPCs, and waives Genentech's right to challenge or assist others in challenging the validity of our patent rights

Nevada Lawsuit Against Genentech/Roche

▶ **PDL filed a lawsuit against Genentech and Roche in Nevada state court**

- › Lawsuit states that fax constitutes a breach of 2003 Settlement Agreement because Genentech assisted Roche in challenging PDL's patents and SPCs
- › Complaint seeks compensatory damages, including liquidated damages and other monetary remedies set forth in the 2003 Settlement Agreement, punitive damages and attorney's fees

▶ **In November 2010, Genentech and Roche filed two motions to dismiss**

- › They contend that 2003 Settlement Agreement applies only to PDL's U.S. patents
- › They asserted that the Nevada court lacks personal jurisdiction over Roche

▶ **On July 11, 2011, court denied Genentech and Roche's motion to dismiss four of PDL's five claims for relief and denied Roche's separate motion to dismiss for lack of personal jurisdiction**

- › The court dismissed one of PDL's claims that Genentech committed a bad-faith breach of the covenant of good faith and fair dealing
- › Subsequent to the ruling, Roche has waived its defense that the Nevada court lacks personal jurisdiction for the purposes of this lawsuit

▶ **The court ruling allows PDL to continue to pursue its claims that**

- › Genentech is obligated to pay royalties to PDL on international sales of the Genentech Products
- › Genentech, by challenging, at the behest of Roche and Novartis, whether PDL's SPCs cover the Genentech Products breached its contractual obligations to PDL under the 2003 settlement agreement
- › Genentech breached the implied covenant of good faith and fair dealing with respect to the 2003 settlement agreement
- › Roche intentionally and knowingly interfered with PDL's contractual relationship with Genentech in conscious disregard of PDL's rights

▶ **Proceedings have been suspended pending an appeal by Genentech and Roche to the Nevada Supreme Court on a discovery issue**

- › Suspension of discovery may delay current trial date of October 2013
 - › If Nevada Supreme Court decides to hear Genentech and Roche appeal, then trial could be delayed up to 18 months
-



Optimizing Stockholder Return



Business Strategy

► PDL is paid royalties by licensees of its Queen et al patents

- › Last of Queen et al patents expire in December 2014
- › PDL will continue to be paid royalties thereafter on product made before patent expiration and sold after patent expiration
- › At some point thereafter, obligation of PDL's current licensees to pay royalties will cease
- › PDL shareholders have expressed interest in identifying additional revenue generating assets

► Obtain new income generating assets

- › Invest in new assets to be able to continue to pay dividends
- › Company continues as long as it can generate satisfactory return

► If unable to acquire income generating assets on attractive terms

- › Repay debt
- › Use all excess cash to pay dividends and/or buy shares to enhance shareholder return
- › Wind-up company in 2016 timeframe



Income Generating Assets



Overview

Partner	Products Generating Revenues	Transaction	Time Horizon
 <p>AxoGen Bringing the science of nerve repair to life.</p>	  	\$20.8 million Revenue Rights Purchase	2020 – Can require AxoGen to repurchase in 2016
 <p>MERUS LABS</p>	  	\$35 million Senior Secured Credit Facility (plus \$20 million letter of credit)	2015
 <p>Wellstat Diagnostics, LLC</p>		\$40 million Senior Secured Credit Facility	2015-2021
 <p>AVINGER</p>	 	Up to \$40 million Hybrid Debt/Royalty Financing	2013-2018

Deals

▶ **Merus Labs International**

- › In July 2012, PDL entered into a credit agreement with Merus Labs International under which PDL made available up to \$55 million to Merus secured by, among other things, its approved drug for overactive bladder

▶ **AxoGen**

- › In early October 2012, PDL provided \$20.8 million to AxoGen in return for royalties on certain AxoGen products for peripheral nerve repair

▶ **Wellstat Diagnostics**

- › In November 2012, PDL provided \$40 million to Wellstat Diagnostics in return for interest and royalties on Wellstat's small point of care diagnostics system that utilizes a disposable cartridge, requires no user interaction, relies on standard blood collection techniques and can achieve sensitivity comparable to, or better than, central testing laboratories

▶ **Avinger**

- › In April 2013, PDL provided financing to Avinger of up to \$40 million, \$20 million immediately and up to \$20 million more upon completion of certain revenue milestones in return for interest on the principal and a low single-digit royalty on Avinger's revenues from product sales through April 2018
- › Avinger is commercializing a new technology to open totally occluded arteries in the legs and is developing a new technology to remove plaque from the arteries affected by peripheral artery disease



Conclusion





Investment Highlights

- ▶ **Strong historic revenue growth from approved products**
- ▶ **Potential for additional indications from existing products and new product approvals**
- ▶ **Four income generating deals with potential for additional deals**
- ▶ **No R&D burn**
- ▶ **Liquidity – volume averages 1.8 million shares/day**
- ▶ **Return to stockholders**
 - › Since 2009, paid special or regular dividends totaling \$5.02
 - › In 2013, paid a regular, quarterly dividend of \$0.15/share on March 12, and will pay regular, quarterly dividends of \$0.15/share on June 12, September 12, and December 12