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, 2018

PDL BioPharma, Inc.

(Exact name of Company as specified in its charter)

000-19756
(Commission File Number)

Delaware	94-3023969
(State or Other Jurisdiction of Incorporation)	(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.☐

Item 7.01 Regulation FD Disclosure.

On June 5, 2018, PDL BioPharma, Inc. (the Company) will make presentations and participate in conferences with investors and analysts in connection with the Jefferies 2018 Global Healthcare Conference in New York City. A copy of the Company's presentation materials 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, this information, 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. The information in this Item 7.01 of this Current Report on Form 8-K will not be deemed an admission as to the materiality of any information that is required to be disclosed solely by Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Presentation

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 2017 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2018 and in any subsequent filings. 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.

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
Chief Executive Officer

Dated: June 5, 2018

Exhibit Index

Exhibit No.	Description
99.1	Presentation

Exhibit 99.1

Jefferies 2018 Healthcare Conference

June 5, 2018

PDL BioPharma, Inc.

Nasdaq: PDLI

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:

- Our ability to realize the benefits of our investment in Noden Pharma DAC and LENSAR, Inc. and other income generating assets;
- Risks related to the commercialization of our products, including but not limited to, competition from other products (including generic products), compliance with laws and regulatory requirements, pricing, intellectual property rights, standards of care as they apply to the use of our products, unexpected changes to tax, import or export rules.
- Our reliance on third party manufacturers who may not perform as expected;
- The productivity of acquired income-generating assets may not fulfill our revenue forecasts and, if secured by collateral, we may be under-secured and unable to recuperate our capital expenditures in the transaction;
- Failure to maintain regulatory approvals relating to our products;
- Failure to acquire additional products or other sources of revenues sufficient to continue operations;
- Competitive or market pressures on our products, licensees, borrowers and royalty counterparties;
- Changes in any of the assumptions on which PDL's projected revenues are based;
- Changes in foreign currency exchange rates;
- Positive or negative results in PDL's attempt to acquire income-generating assets;
- Our ability to utilize our net operating loss carryforwards and certain other tax attributes;
- The outcome of litigation or disputes, including potential product liability; 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 "Investor Relations" 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.

PDL's Evolving Strategy

Maximize shareholder value through the acquisition, nurturing and monetization of a portfolio of healthcare companies.

Strategic focus on developing and capturing the value of a growing portfolio of operating companies:

- Noden Pharma DAC, a specialty pharma company domiciled in Ireland.
  - Tekturna® (U.S.) and Rasilez® (OUS) for the management of hypertension.
- LENSAR, a leader in next-generation femtosecond cataract laser surgery.
  - Focus on strengthening operations to maximize value and exit at appropriate time.

Actively seeking potential new product and company acquisitions.

The returns from legacy royalty and debt deals fund new strategy:

- Completed deals average IRR of 15.9% and total cash returned of $587 million. (1)
- Current royalty transactions and debt deals represent deployed capital of $396 million and $20 million, respectively.
- Current cash as well as further potential monetization and future cash flows from royalty and debt portfolio will fund biopharma acquisitions.

(1) Direct Flow Medical is not included because monetization is ongoing.

PDL

Investment Highlights

- Noden Pharma has built an efficient, global commercial structure for the commercialization of cardiovascular and primary care products:
  - Generating profitable cash flows with Tekturna® / Rasilez®, leveraging recently stabilized U.S. Rx trends and well-targeted international market opportunities.
- LENSAR serves the world's highest-volume surgical procedure with market leading, augmented reality technology.
  - Only 7% of U.S. cataract surgery market and <2% ex-U.S. have been captured by femtosecond laser technology.
- Operations and growth strategy largely funded by success with prior business model, nine active royalty and debt deals and strong balance sheet.
- Commitment to creating shareholder value through strategic M&A and share buyback program.
  - Significant purchasing power with $405 million of cash on balance sheet.
- Experienced leadership team with proven ability to identify assets, consummate transactions and commercialize products.

PDL

Business Development and M&A Strategy

What we are looking for:

- Commercial-stage products and/or companies whose performance may be improved through access to PDL's capital and expertise.
- Late-stage assets with positive Phase 3 data awaiting regulatory approval.
- Biopharma products or companies that present synergies with existing operating structures or offer attractive returns as standalone companies.

Why we are in a strong position:

- Strong, liquid balance sheet supplemented by potential minority financing partners.
- Expertise with consummating deals and putting businesses on the path to growth and profitability.

Our endgame:

- Build growing, profitable revenues from operating companies' cash flows.
- Capture market value through IPOs or divestiture.

We have a robust and growing number of potential targets under evaluation.

PDL

Leadership with Proven Track Record

Each member of the executive team brings to PDL 20-35 years of relevant biopharma and/or medtech experience.

Executive Management

John McLaughlin, CEO

Dominique Monnet, President

Peter Garcia, CFO

Chris Stone - General Counsel

Jill Jene, Ph.D., VP, Business Dev.

Alan Markey, CEO, Noden Pharma

Nick Curtis, CEO, LENSAR

Capabilities & Accomplishments

- $1 billion in completed transactions
- Multiple successful IPOs
- Commercial product launches and growth in the US and internationally
- Business creation and turnarounds
- Strong corporate governance
- Deep cross-functional expertise
- Entrepreneurial, value-creation culture

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PDL®

The Noden Transaction

- Noden Pharma and Tekturna®/Rasilez® were PDL's first operational acquisitions under its new business strategy.
- Total Tekturna®/Rasilez® potential purchase price from Novartis is up to $294 million.
  - $110 million paid at closing in July 2016 and $89 million paid at first anniversary.
  - Milestones of up to $95 million based on sales levels and no generic competition.
- Financing was a combination of equity and debt.
- Strategic rationale:
  - Build a global, nimble commercial platform around a differentiated but neglected, niche cardiovascular product.
  - The transaction terms were hedged to protect PDL against a generic entrant.

This transaction was immediately cash flow accretive.

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Current Noden Products

- Tekturna® (U.S.), Rasilez® (ex-U.S.) – contain aliskiren, the first and only approved direct renin inhibitor for the management of hypertension.
  - Not for use with ACE inhibitors or ARBs in patients with diabetes or renal impairment, pregnant women and pediatric patients below age 6.
  - Approved in the U.S. and E.U. in 2007.

- Tekturna® HCT and Rasilez HCT® (aliskiren and hydrochlorothiazide, a thiazide diuretic) for hypertension in patients not controlled by monotherapy and as initial therapy in patients likely to need multiple drugs to achieve blood pressure goals.
  - Not for use with ACE inhibitors and ARBs in patients with diabetes or renal impairment, in patients with known anuria or hypersensitivity to sulfonamide-derived drugs, in pregnant women and pediatric patients.
  - Approved in the U.S. and E.U. in 2009.

Please visit www.tekturna.com for full Prescribing Information, including BOXED WARNING, Contraindications, and Warnings and Precautions, for TEKTURNA® and TEKTURNA HCT®.

The Tekturna® Opportunity

- Hypertension is a chronic condition with serious long-term health implications, affecting nearly 50% of all adults in the U.S.[1]
- Angiotensin Converting Enzyme Inhibitors (ACEIs) and Angiotensin II Receptor Blockers (ARBs) are typically first- and second-line therapies.
- Tekturna® has a unique mode of action and may be an alternative to ACEIs and ARBs, especially for intolerant patients.
  - 17% of ACEI patients and 11% of ARB patients discontinue therapy due to Adverse Events [2], representing ~ 6 million patients in the U.S.
- Tekturna® has been shown to provide incremental blood pressure lowering when added to a calcium channel blocker (CCB).[3]
  - 55% of U.S. patients on CCB monotherapy are not at goal; HCPs add another antihypertensive agent in 35% of cases, or 3.3 million U.S. patients.

1) Source: AHA's Heart Disease and Stroke Statistics – 2018 Update. Circulation, Jan. 31, 2018
2) Source: Thomopoulos et al., J Hypertension 2016; 34:1921-1932
3) Source: U.S. Prescribing Information, Tekturna®

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Executing on the Commercial Side…

ACE / ARB Intolerant:

SWITCH

Estimated 6 million patients

CCB Not at Goal:

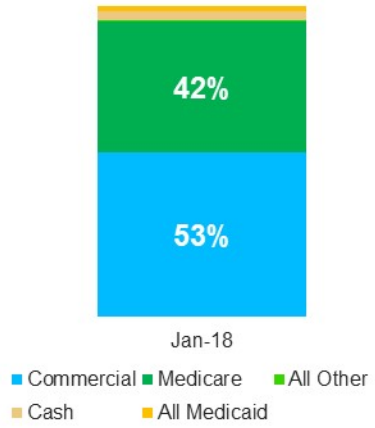
ADD

Estimated 3.3 million patients

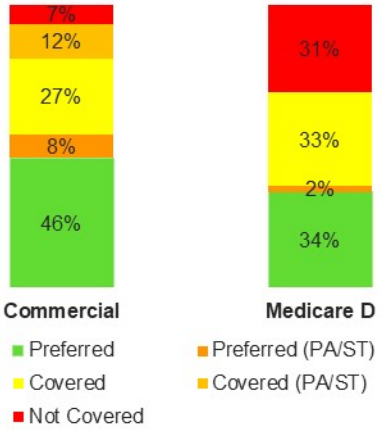
Sales force using focused promotion targeting patients who may most benefit from Tekturna®

…and on the Access Side

Source of Tekturna® Business



Tekturna® Plan Coverage



Coverage up to 69% of Medicare Part D Plans in 2018 vs 63% in 2017

Source: IQVIA PlanTrak & Managed Markets Insight & Technology, LLC.

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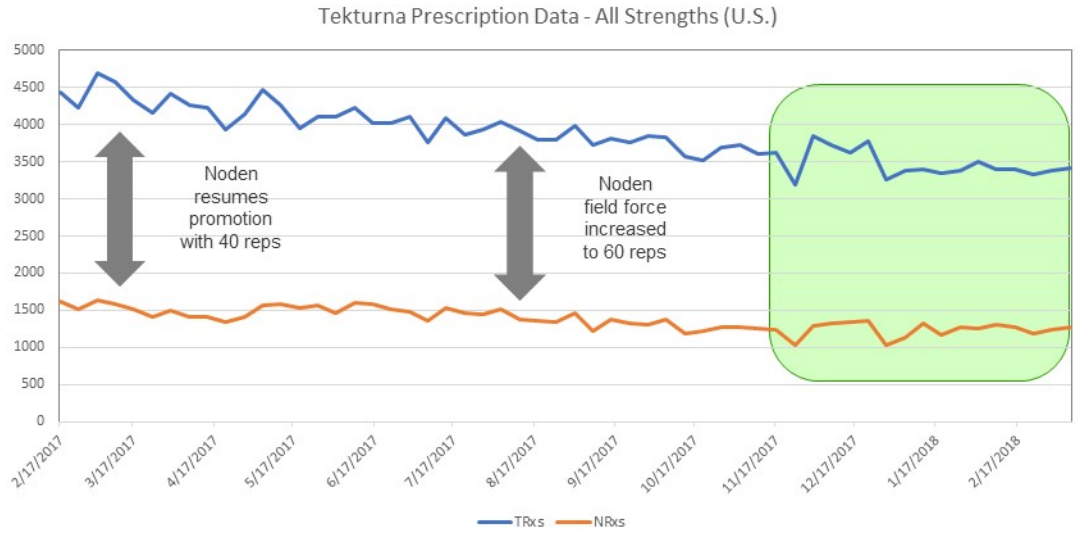
Stabilizing Tekturna® U.S. Prescriptions



Launch of samples in March 2018 further facilitates new patient starts.

Source: IMS Xponent weekly data

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Maximizing Rasilez® Profitability Ex-U.S.

- Reviewed each ex-U.S. market and determined to:
  - Make no investments in direct promotions.
  - De-register the products in unprofitable markets.
  - Identify and pursue growth geographies.
- Actions:
  - EU: Nov. 2017 assumed commercialization in the EU and Switzerland, focusing on countries where the products are profitable.
  - China: Dec. 2017 agreement with Lee's Pharmaceutical Holdings, Ltd. granting them exclusive rights to Rasilez® in China/Hong Kong/Taiwan/Macau, opening a new market opportunity for the product.
  - Japan: Dec. 2017 agreement with Orphan Pacific for the distribution of Rasilez® in Japan starting in 1Q18.

Noden Pharma DAC built a full cross-functional capability and a comprehensive distributor network ex-U.S.

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Tekturna®/Rasilez® Intellectual Property

- United States
  - Composition-of-matter protection to 2018 for Tekturna®; listed in the Orange Book;
    - Plus 6-month extension from successful completion of pediatric testing requirements.
  - Composition-of-matter protection until 2022 for Tekturna® HCT.
  - Formulation protection until 2026 for Tekturna®; listed in the Orange Book.
  - Formulation protection until 2028 for Tekturna® HCT; listed in the Orange Book.
  - Methods-of-manufacture protection until at least 2021.
  - Paragraph IV filing in April 2017 by Anchen regarding Tekturna® directed to the formulation patent expiring in 2026, but not to the API based patents that expire in January 2019 (Tekturna®, with pediatric extension) and March 2022 (Tekturna HCT®).
  - Noden filed its responsive suit against Anchen and Par within the statutory deadline of 45 days and may obtain a stay of approval for up to 30 months.
- Europe and ROW
  - Composition-of-matter protection until 2020 in Europe.
  - Formulation protection until 2025 for Rasilez® and 2027 for Rasilez HCT®, where granted.
  - Method-of-manufacture protection at least until 2021 where granted.
- Know-How
  - Noden also acquired Novartis' know-how related to Tekturna®, including that which is necessary for the manufacture of the products.

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LENSAR
CATARACT LASER WITH AUGMENTED REALITY

- Converted debt to equity in May 2017.
  - $119 million in NOLs available.
  - To consider an exit when shareholder value is maximized.
- Leading global developer and manufacturer of femtosecond cataract lasers (FLS) for cataract surgery.
- Cataract surgery is the No. 1 surgical procedure globally by volume.
  - FLS procedures to grow ~15% per year through 2021.
- Leads the market in innovation with Streamline III.
- 58 employees primarily in Orlando headquarters.
- Recently appointed ophthalmic KOLs William Link, Ph.D. and Richard Lindstrom, M.D. to LENSAR board.
- Strategic rationale:
  - Good company and capable team in need of capital and targeted execution to deliver the potential of its market leading technology and systems.

PDL

LENSAR Highlights

Large and Growing Market

- >26 million cataract surgeries estimated in 2017.
- Integrating preop diagnostics is driving growth by delivering better outcomes.
- Existing treatments are sub-optimal for astigmatism (100% of cataract patients).

Leading Technology Platform

- Widely recognized as the technology innovator with >$170 million invested.
- Broad and deep IP portfolio with >35 U.S. patents issued and >60 pending.
- Augmented reality system provides unique 3D image-guided custom treatments.

Compelling Business Model

- Recurring revenue business model with global KOL support.
- Strong value proposition for customers as the only true independent platform compatible with all ultrasound/IOL manufacturers.
- ~170 systems in place with ~90,000 cataract procedures performed.

Positioned for Growth

- Secured ~10% global market share with limited sales and marketing resources.
- India launch 1Q15, China 1Q16; replaced early distributor in Europe.
- Recent acquisition of Precision Eye Services for mobile services.

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Royalty and Debt Portfolio

Concluded Royalty and Debt Investments Generated 15.9% IRR

9 Current Deals

Royalty Transaction/ Senior Secured Financing
Wellstat Diagnostics, LLC
$44,000,000
November 2012

Royalty Acquisition
Depomed
$240,500,000
October 2013

Senior Secured Financing
LENSAR
$60,000,000
October 2013
Converted to equity in Q2 2017

Senior Secured Financing
DIRECT FLOW MEDICAL, INC.
$60,000,000
November 2013
Written down to ~$10 MM in 4Q16

Royalty Acquisition
VB Viscogliosi Bros., LLC
$15,500,000
June 2014

Royalty Acquisition
University of Michigan
$65,600,000
November 2014

Senior Secured Financing
CAREVIEW COMMUNICATIONS
$40,000,000
June 2015

Royalty Acquisition
AcelRx Pharmaceuticals, Inc.
$65,000,000
September 2015

Royalty Acquisition
kybella
$9,500,000
July 2016

7 Concluded Deals

Senior Secured Financing
DURATA THERAPEUTICS
$70,000,000
October 2013

Royalty Transaction/ Senior Secured Financing
AxoGen
$20,800,000
October 2012

Senior Secured Financing
MERUS LABS
$55,000,000
July 2012

Royalty Transaction/ Senior Secured Financing
AVINGER
$40,000,000
April 2013

Senior Secured Financing
PARADIGM SPINE
$75,000,000
February 2014

Royalty Acquisition
ARIAD
Up to $140,000,000
July 2015

Senior Secured Note Purchase
kaléo
$150,000,000
April 2014

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Cash Flow Funds the New Business Strategy: $19.3 million in Q1-2018

Product	Licensee	Counterparty	Royalties Until[1]	Investment	Cash Received to date[2]
Glumetza	Depomed	Valeant	indefinite		
Janumet XR	Depomed	Merck	6/2018		
Jentadueto XR	Depomed	Boehringer Ingelheim / Lilly	5/2026	$240.5M	$325.4M
Invokamet XR	Depomed	Janssen	9/2023		
Synjardy XR	Depomed	Boehringer Ingelheim / Lilly	12/2026		
ICLUSIG	ARIAD	ARIAD	Payoff	$100.0M	$120.0M[3]
Cerdelga	University of Michigan	Sanofi Genzyme	4/2022	$65.6M	$9.2M
ZALVISO	AcelRx Pharmaceuticals, Inc.	Grünenthal	1/2032 or 3X investment	$65.0M	$0.2M
coflex	VB Viscogliosi Bros., LLC	Paradigm Spine	Until $36.7MM	$15.5M	$5.0M
kybella	Inventor	Allergan	2/2025	$9.5M	$0.4M

1) Expected dates based upon current agreements and patent expiry estimates.
2) As of 03/31/18.
3) Paid off on 3/30/17.

PDL

Financials

First Quarter 2018 Income Statement

(In thousands, except per share amounts)	Three Months Ended March 31, 2018	2017
Royalties from Queen et al. patents	$ 2,783	$ 14,156
Royalty rights - change in fair value	11,091	13,146
Interest revenue	749	5,457
Product revenue, net	23,324	12,581
License and other	571	100
Total revenues	38,518	45,440
Cost of product revenue	10,566	2,552
Amortization of intangible assets/Contingent consideration	5,693	7,457
General and administrative expenses	11,661	12,576
Sales and marketing	5,513	2,584
Research and development	793	1,766
Total operating expenses	34,226	26,935
Operating Income	4,292	18,505
Interest and other income, net	(1,671)	(4,759)
Income tax expense	(1,019)	(6,552)
Net loss attributable to noncontrolling interests	-	(47)
Net income attributable to PDL's shareholders	$ 1,602	$ 7,241
Net income per share - Basic	$ 0.01	$ 0.04
Net income per share - Diluted	$ 0.01	$ 0.04
Non-GAAP net income reconcilation:		
GAAP net income attributed to PDL's shareholders as reported	$ 1,602	$ 7,241
Adjustments:		
Mark-to-market adjustment to fair value assets	7,532	348
Non-cash stock-based compensation & debt offering expens	3,089	3,787
Amortization of the intangible assets	6,293	6,015
Other (detailed in Q1 2018 press release)	(745)	1,267
Income tax effect related to above items	(4,393)	(5,446)
Total adjustments	11,776	5,971
Non-GAAP net income	$ 13,378	$ 13,212

Key Points

- Queen et al. patent royalties expected to be fully extinguished by end 2018.
- Product revenues have increased to 61% of total revenues in 2018 from 28% in 2017.
- Maintained non-GAAP net income despite 15% revenue decline.
- Cash flow from royalty deals funds the new strategy

PDL

Strong Balance Sheet

PDL's strong balance sheet gives us flexibility to consider strategic opportunities that support our acquisition strategy and share repurchase programs.

($ in millions)	March 31, 2018
Cash, cash equivalents and short-term investments	**$405**
Total Assets	**$1,100**
Debt:	
2.75% Convertible Debt – due 12/2021 ($3.81 conversion price)[2]	**$150**

1) PDL entered into a capped call transaction to offset potential dilution subject to a cap of $4.88.

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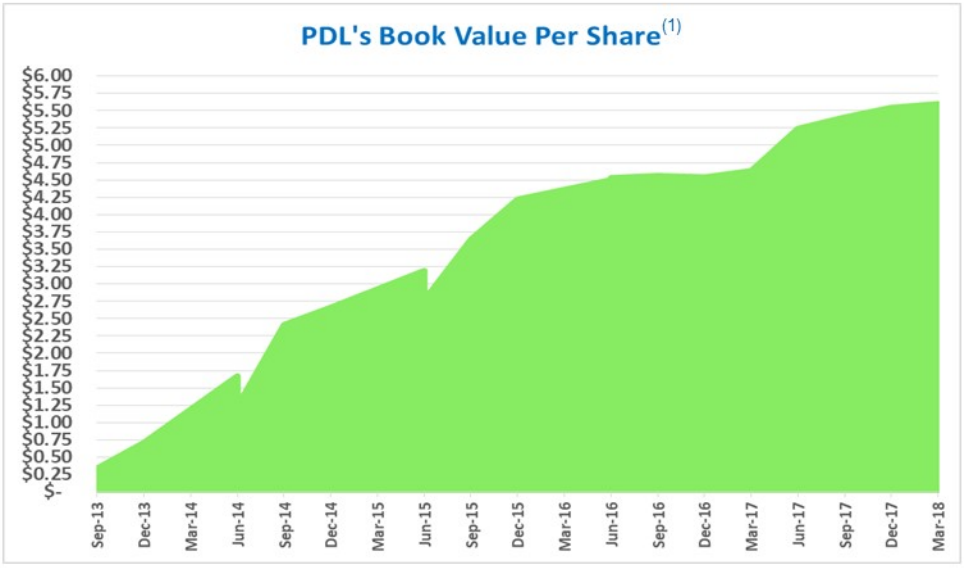
A History of Value Creation

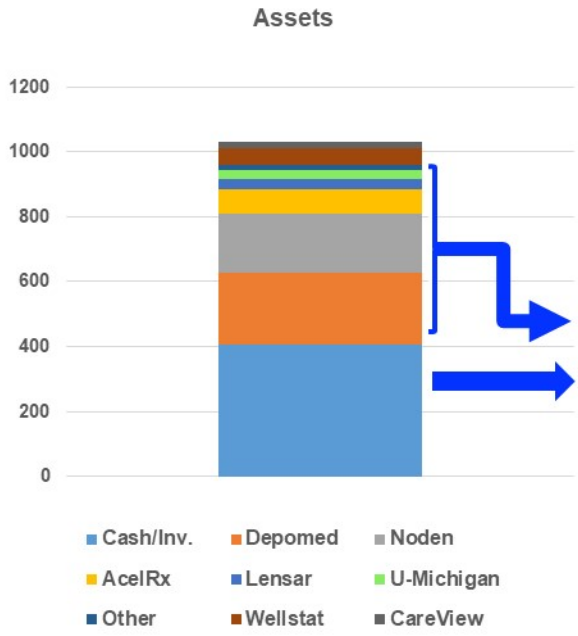
Book value per share reached $5.60 as of March 31, 2018.



(1) Does not include asset value of royalties from Queen et al patents.

PDL

High-Quality Asset Value



Selected Component	Balance 3/31/2018 $ millions	Per Share
Royalty Rights	$ 341.7	$ 2.27
Noden & Lensar Book Value	$ 213.2	$ 1.42
Notes Receivable	$ 70.7	$ 0.47
Total Investments	$ 625.6	$ 4.16
Cash	$ 405.1	$ 2.69
Debt	$ (150.0)	$ (1.00)
Net Cash	$ 255.1	$ 1.69
Other Misc./Net Liabilities	$ (37.7)	$ (0.25)
Total Balance Sheet Value	$ 843.0	$ 5.60
Shares O/S in millions	150.64	

Share Repurchase Program

- While our focus is on the strategic acquisition of biopharma assets, given the significant discount of PDL's stock price to its book value, we have implemented share repurchase programs to return value to shareholders.

- Current Program – $25 Million
  - In September 2017 PDL's board authorized the repurchase of PDL common stock having an aggregate value of up to $25 million through September 2018.
  - We have repurchased 4.2 million shares for a total of $12.6 million through May 8, 2018.

- Previous Program – $30 Million
  - Between March and June 2017, the company repurchased approximately 13.3 million shares at an average price of $2.25 per share.

PDL

Why Invest in PDLI?

Upside from the new business model
Noden and LENSAR illustrate smart deals and the value PDL brings.
The model is designed to return value to shareholders.
A highly disciplined approach to BD and M&A with a robust pipeline of targets.
Nine active royalty and debt deals generate cash flow to fund the strategy.
Significant purchasing power with $405 million in cash on the balance sheet.

Proven ability to deliver value
An accomplished executive team with the necessary expertise.
Track record in identifying assets, improving a business and completing an exit.
Historical IRR on past deals of nearly 16%.
Capital allocation balances investing in the business and share buybacks.

PDL