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): January 12, 2015

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))

Item 7.01 Regulation FD Disclosure.

Beginning on January 12, 2015, PDL BioPharma, Inc. (the Company) will participate in conferences with investors and analysts during the 33nd Annual JP Morgan Healthcare Conference in San Francisco, California. A copy of the Company's presentation materials used in the conferences 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.

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 2013 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 3, 2014, as updated by subsequent periodic 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.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

99.1 Presentation

Description

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: January 12, 2015

Exhibit No. 99.1

99.1 Presentation

Description



J.P. Morgan 33rd Annual Healthcare Conference

January 12-15, 2015





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 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 under secured 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 litigation or disputes; 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 <u>www.pdl.com</u>. 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.





Location	Incline Village, Nevada
Employees	10
2013 Revenues	\$443 million
2013 Expenses	\$35 million
2014 Regular Dividends (Pay Date)	\$0.15 /share paid on March 12, June 12, September 12 and December 12
2014 Regular Dividends (Record Date)	March 5, June 5, September 5, and December 5
2015 Dividend Policy	Announced in late January 2015
Total Deployed Capital To Date	~\$780 million
Q3-2014 Cash Position ¹	\$284.5 million
Average Daily Volume	~ 2.7 million shares



OVERVIEW OF PDL BIOPHARMA





Optimize return for shareholders

Dividends

Acquire new income generating assets to support payment of dividends

- · Assets that improve shareholder return
- · Preferably backed by commercial stage products
- · Drug or medical devices with differentiated profile
- · Indifferent as to therapeutic field
- · Debt, royalty or hybrid deal structures

Queen et al. patents

5

- Manage patent portfolio
- Manage license agreements



MANAGEMENT, BOARD AND SENIOR ADVISORS

Management

John McLaughlin President & CEO

Christopher Stone VP, General Counsel & Secretary

Peter Garcia VP & Chief Financial Officer

Danny Hart VP Business Development

David Montez Controller & CAO

Nathan Kryszak Senior Counsel

Board of Directors

David Gryska Jody Lindell John McLaughlin Paul Sandman Harold E. Selick, Ph.D. Lead Director

Advisors

Evan Bedil, M.D. Glenn Reicin Stephen Hoffman, M.D., Ph.D. Ramesh Donthamsetty

Experienced Leadership Team with a Track-Record of Success





RECENT DEVELOPMENTS



ROYALTY ACQUISITION

University of Michigan

- On November 6, 2014, PDL acquired 75% of the University of Michigan's royalty interest in Cerdelga until the expiration of the licensed patents in return for \$65.6 million.
- First royalties to PDL expected in Q1 2015.
- The license agreement is between the University of Michigan and Genzyme, a Sanofi Company, who developed and commercializes Cerdelga.



Cerdelga

- Cerdelga is an approved oral drug for adult patients with Gaucher Disease type 1, a rare and genetic condition caused by the deficiency of an enzyme, glucocerebrosidase.
- Cerdelga was approved in the US on August 19, 2014 and an application for approval is pending in the EU.

Current Treatment of Gaucher Disease

- Genzyme's Cerezyme® is the current standard of care for patients with Gaucher Disease type 1.
- · It is administered through intravenous infusion.
- · Cerdelga will offer an oral treatment alternative to such patients.



Durata

- In November 2013, PDL agreed to provide up to \$70 million in senior secured funding to Durata.
- \$25 million was funded at closing and \$15 million on FDA approval of Dalvance in May 23, 2014.
- 5-year term with 14% coupon on first tranche that reduced to 12.75% on funding of second tranche.
- On October 6, 2014, Actavis announced that it will purchase Durata for \$675 million (\$23.00 per share in cash, plus CVRs of up to an additional \$5.00).
- On November 17, 2014, Durata repaid the loan in full, including accrued interest, prepayment penalties and change of control fees.

AxoGen

9

- In October 2012, PDL provided \$20.8 million to AxoGen in exchange for royalties on AxoGen revenues.
- On November 13, 2014, AxoGen paid \$30.3 million to PDL, which constitutes full payment, and PDL bought \$1.75 million worth of AxoGen stock at \$2.72 per share.











Direct Flow Medical

- In November 2013, PDL agreed to provide up to \$50 million in senior secured funding to Direct Flow Medical, a transcatheter heart valve innovator.
- \$35 million was funded at close.
- PDL accelerated and funded an additional \$15 million second tranche on November 10, 2014.



 15.5% interest rate on first tranche reduced to 13.5% on all amounts after draw of second tranche.





INCOME GENERATING ASSETS



APPROVED QUEEN LICENSED PRODUCTS



Product	Licensee	2013 WW Sales	Approved Indications				
AVASTIN	Genentech (US) and	\$6.9 billion	Metastatic colorectal cancer				
hevet comet	Roche (ex-US)		Advanced non-small cell lung cancer				
Θ			Renal cancer				
			Metastatic HER2 – breast cancer				
			Glioblastoma				
			Ovarian cancer				
Hercentin	Genentech (US) and	\$6.7 billion	Metastatic HER2+ breast cancer				
Herceptin	Roche (ex-US)		Metastatic HER2+ stomach cancer				
ø	Genentech (US) and	\$4.25 billion	Wet age-related macular degeneration (AMD)				
LUCENTIS' BANBIZIMAB INJECTION	Novartis (ex-US)		Macular edema or swelling following retinal vein occlusion				
Period and the contra			Diabetic macular edema				
	Genentech (US) and	\$1.49 billion	Moderate to severe persistent allergic asthma				
	Novartis (ex-US)	4.00.000.0000	First approved therapy designed to target the antibody IgE, a key underlying cause of the symptoms of allergy related asthma				
	Biogen Idec	\$1.5 billion	Multiple Sclerosis (MS) in adult patients with relapsing forms of the disease				
(natalizumab)			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	\$1.15 billion	Moderate to severe rheumatoid arthritis (RA), including patients who have had an inadequate response to one or more DMARDS				
~	Genentech (US) and	\$361 million	Previously untreated HER2+ metastatic breast cancer				
PERJETA"	Roche (ex-US)	• • • • • • • • • • •	Neoadjuvant treatment of HER2+ metastatic breast cancer				
Wadaula	Genentech (US) and	\$259 million	Second line metastatic HER2+ breast cancer				
(), Kadcyla	Roche (ex-US)	AT 1	First line in patients with metastatic HER2+ breast cancer with disease recurrence within 6 months of adjuvant treatment				
GAZYVA	Genentech (US) and Roche (ex-US)	\$3 million (approved on November 1, 2013)	First line in combination with chlorambucil chemotherapy for the treatment of people with previously untreated chronic lymphocytic leukemia (CLL)				
		Roche sales assumes 1.1079 C	BioPharm				

12

QUEEN et al. PATENTS – ROYALTY RATES

Tysabri, Actemra, Entyvio, and Gazyva

- · Flat, low single-digit royalty.
- Royalties owed on Actemra sales through 1Q15 (on sales in 4Q14).

Genentech Products (Avastin, Herceptin, Lucentis,¹ Xolair, Perjeta and Kadcyla)

- 2.125% on all Genentech Products regardless of site of manufacture or sale effective as of August 15, 2013.
- Royalties on Avastin, Herceptin, Xolair, Perjeta and Kadcyla through 1Q16 (on sales through 4Q15).
- Royalties owed on ex-US Lucentis sales through 1Q15 (on sales in 4Q14).
- Compares to blended global royalty rate on Genentech Products in 2013 of 1.9% under previous tiered and bifurcated (US made or sold vs. ex-US made and sold) royalty schedule.

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 2014.



12 INCOME GENERATING TRANSACTIONS



\$780MM+ deployed

\$300MM committed in 2014

9 Current Investments



3 Matured Investments





OTHER INCOME GENERATING ASSETS



Company	Structure	Technology	Deal Summary
ENNINAMITY OF MICHIGAN	Royalty	Cerdelga is an approved oral drug for adult patients with Gaucher Disease type 1, a rare and genetic condition caused by the deficiency of an enzyme, glucocerebrosidase.	On November 6, 2014, PDL acquired 75% of the University of Michigan's royalty interest in Cerdelga until the expiration of the licensed patents in return for \$65.6 million.
VISCOGLIOSI BROS., LLC	Royalty	PMA-approved spinal implant commercialized by Paradigm Spine.	Right to receive royalties on sales of spinal implant in exchange for cash payment of \$15.5 million until PDL receives an amount equal to 2.3 times the cash advanced after which all royalties revert to Viscogliosi Brothers.
kaléo	Debt	Commercialization of Auvi-Q for delivery of epinephrine to treat severe allergic reactions that can be life-threatening i.e., anaphylaxis, and EVZIO for delivery of naloxone for the treatment of patients who overdose on opioids.	\$150 million worth of Notes backed by 100% of royalties of sales of Auvi-Q by Sanofi and 10% of net sales of EVZIO by kaleo. The Notes pay interest at 13% and, while final maturity is March 2029, PDL anticipates that the notes will be repaid in 2020.
PARADIGM SPINE	Debt	Commercialization of coflex for treatment of spinal conditions.	An initial \$50 million and additional \$25 million to be funded in two tranches upon the achievement of specified revenue and other milestones on or prior to December 31, 2014. Interest rate is 13%. Loans mature on August 14, 2019.
DIRECT FLOW MEDICAL INC.	Debt	Commercialization of its transcatheter aortic valve system to treat aortic stenosis with minimal risk of aortic regurgitation, a significant clinical complication with current transcatheter aortic heart valve replacement systems.	An initial \$35 million was provided at the close of the transaction and the \$15 million second tranche was funded in November 2014. The interest rate on tranche 1 was 15.5% which declined to 13.5% on all amounts after the second tranche was funded. The loans mature on November 5, 2018.





Company	Structure	Technology	Deal Summary		
Depomed	Royalty	Five drugs for type 2 diabetes: Glumetza®, Janumet® XR, Invokana®, Boehringer Ingelheim's fixed-dose combinations of drugs and extended-release metformin, LG Life Sciences' and Valeant Pharmaceuticals' extended-release metformin in Korea and Canada.	Rights to receive royalties and milestones payable on sales Type 2 diabetes products licensed by Depomed in exchange for a \$240.5 million cash payment until PDL receives payments equal to \$481 million after which all payments received will be shared evenly between PDL and Depomed. The agreement terminates on the later of Octobe 2024 or when royalty payments are no longer due.		
LENSAR	Debt	Commercialization of its femtosecond laser for cataract treatment which uses 3-D imaging and liquid interface to allow more accurate corneal incisions with more precise and uniform depth of incision and to prevent accidental incision.	An initial \$40 million was provided at close of the transaction. The interest rate on the loans is 15.5% and they mature on October 1, 2018.		
Ø AVINGER	Hybrid royalty/debt	Commercialization of Ocelot and Lightbox next-generation image guided catheter devices used to open totally occluded arteries in the legs, and development of Pantheris, next-generation image guided atherectomy device.	\$20 million in cash funded to Avinger on closing. In exchange, PDL will receive interest on the principal amount outstanding and a low, single-digit royalty on Avinger's revenues from the sale of Avinger's suite of products through April 2018.		
Wellstat Diagnostics, LLC	Hybrid royalty/debt	Development of point-of-care diagnostic system using electrochemical luminescence and assays.	\$44 million hybrid debt-royalty structure royalty whereby Wellstat is required to repay outstanding principal and a specific target internal rate of return at maturity or upon the occurrence of certain key events. Target internal rates of return depend on whether date of repayment is on or after December 31, 2014, and is higher after this date. Upon commercialization of Wellstat's diagnostic systems or assay, PDL will receive a low double digit royalty on Wellstat Diagnostics' net revenues. Term can be as long as 2021.		

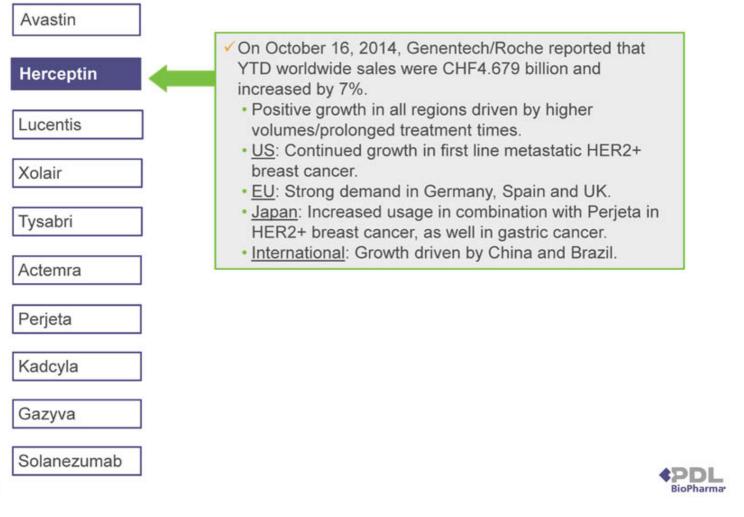
OTHER INCOME GENERATING ASSETS

- 2		•
		<u> </u>
		1
	G	·

Company	Structure	Technology	Deal Summary
		Concluded Deals	
DURATA	Debt	Development and commercialization of a novel intravenous antibiotic, dalbavancin which is dosed twice for 30 minutes, initially and on day 8.	An initial \$25 million was provided at the close of the transaction. The agreement provided up to \$45 million in additional funds to Durata, \$15 million which was funded in May 2014 upon regulatory approval of dalbavancin, and the remaining \$30 million was to be funded within nine months after regulatory approval of dalbavancin at Durata's election. The interest rate on tranche 1 was 14% which declined to 12.75% on all amounts after the second tranche was funded. On November 17, 2014, Durata repaid the \$40 million outstanding loan balance in full, plus accrued interest, and prepayment penalties and change of control fees.
AxoGen [.]	Hybrid royalty/debt	Commercialization of Avance, nerve allograft to bridge severed nerves, and AxoGuard devices, to connect or protect the reconnection of severed nerves.	\$20.8 million hybrid debt-royalty structure with midterm through later periods payments of greater of minimum payment or royalty. Royalty rate was 9.95%. Eight year term with PDL put at end of year 4 and AxoGen call in years 5 through 8. On November 12, 2014, AxoGen paid \$30.3 million to PDL which constituted the carrying value and full payment under the terms of the financing agreement, and PDL bought \$1.75 million worth of AxoGen stock.
MERUS LABS	Debt	Commercialization of Enablex, a treatment for overactive bladder, and Vancocin, an intravenous antibiotic.	\$55 million credit agreement with Merus in connection with Merus' acquisition of Enablex from Novartis. In September 2013 Merus refinanced its debt obligation subject to a pre- payment penalty.

	Queen Licensed - Avastin ┥
Avastin	✓ On October 16, 2014, Genentech/Roche reported that YTD worldwide sales were CHF 4.749 billion and
Herceptin	 increased by 6%. <u>EU</u>: Strong growth driver by further uptake in ovarian and breast cancer.
Lucentis	 <u>US</u>: Continued increase in metastatic colorectal cancer. <u>Japan</u>: Increased demand in colorectal, breast and
Xolair	 ovarian cancers as well as glioblastoma. <u>International</u>: Launches for ovarian cancer and uptake in colorectal cancer.
Tysabri	 On August 14, 2014, Genentech announced US approval for the treatment of persistent, recurrent or metastatic
Actemra	 cervical cancer in combination with chemotherapy. On November 14, 2014, Genentech announced US approval for the treatment of recurrent platinum-resistant
Perjeta	 ovarian cancer. ✓ On August 6, 2014, Roche reported EU approval for the
Kadcyla	treatment of ovarian cancer that is resistant to platinum- based chemotherapy.
Gazyva	L
Solanezumab	*

Queen Licensed - Herceptin



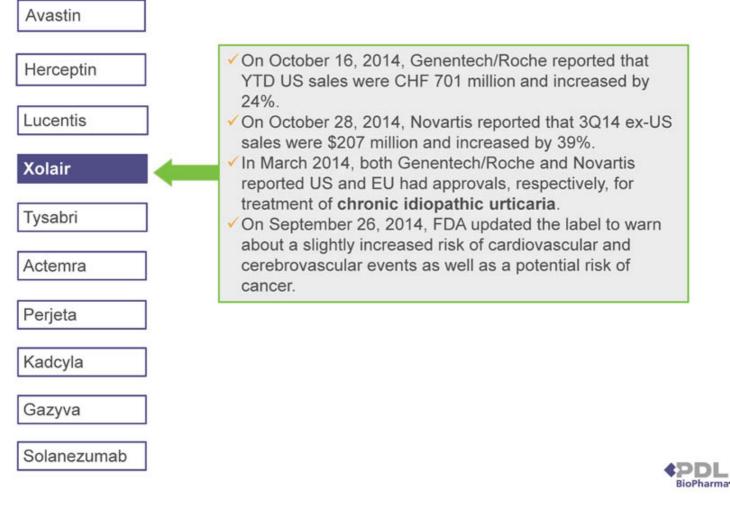
Queen Licensed - Lucentis



Avastin	
Herceptin	✓On October 16, 2014, Genentech/Roche reported that YTD US sales were CHF1.260 billion and increased by
Lucentis Xolair	 5%. ✓ On October 28, 2014, Novartis reported that 3Q14 ex-US sales were \$614 million and increased by 7%. ✓ On August 7, 2014, Genentech filed in US for approval
Tysabri	for treatment of diabetic retinopathy and was granted priority review with a PDUFA date of February 6, 2015. • Diabetic retinopathy is the leading cause of new cases
Actemra Perjeta	 of blindness of working-age people. On October 17, 2014, Regeneron announced top line results from a three-arm trial comparing its drug Eylea
Kadcyla	with Avastin and Lucentis in patients with diabetic macular edema which showed a greater change in best corrected visual acuity in patients treated with Eylea compared those treated with either Avastin or Lucentis.
Gazyva	
Solanezumab	BioPharm

Queen Licensed - Xolair



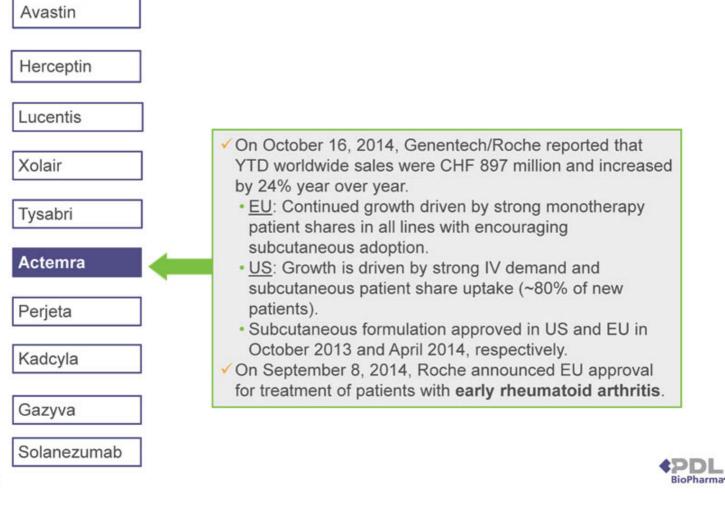




Avastin	
Herceptin	
Lucentis	
Xolair	
Tysabri VOn October 22, 2014, Biogen Idec reported that 3 worldwide sales were \$501 million.	3Q14
Actemra	
Perjeta	
Kadcyla	
Gazyva	
Solanezumab	¢PDL BioPharma*

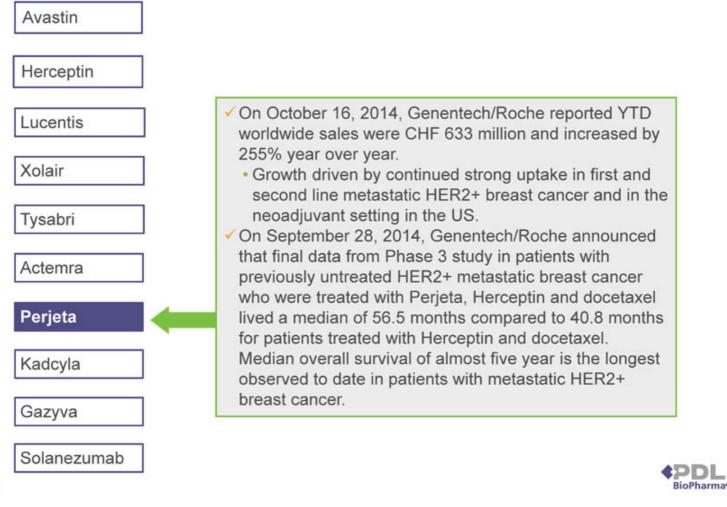
22

Queen Licensed - Actemra 🧲

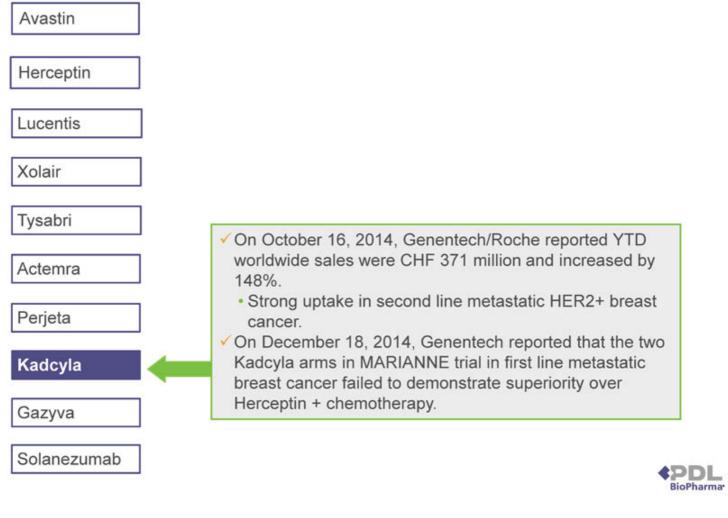


Queen Licensed - Perjeta <

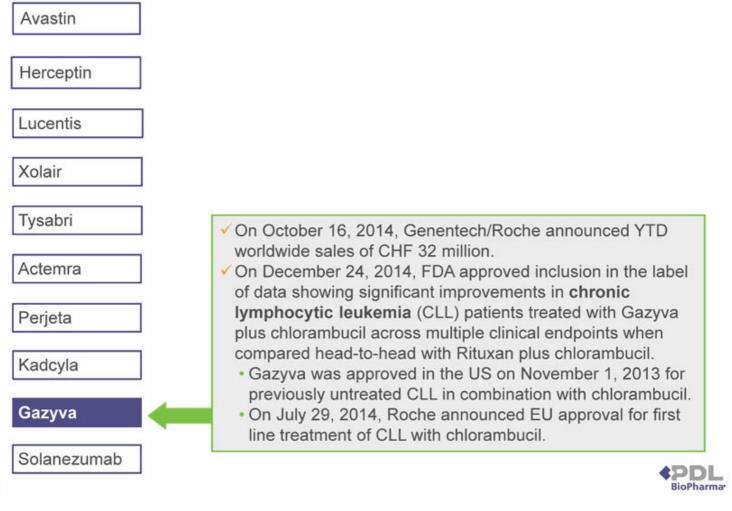




Queen Licensed - Kadcyla



Queen Licensed - Gazyva <



Avastin	Queen Licensed - Solanezumab 🤸
Avastin	
Herceptin	
Lucentis	
Xolair	
Tysabri	On Optobor 22, 2012, Lilly stated during its third quarter
Actemra	On October 23, 2013, Lilly stated during its third quarter call with the financial community that it would decide in the next 12 months whether to conduct an interim analysis in
Perjeta	 its Phase 3 trial in patients with mild Alzheimer's Disease. On January 7, 2015, Lilly reaffirmed that it expects a read out from its Phase 3 trial in 2016.
Kadcyla	 If solanezumab were to receive marketing authorization, PDL would receive a 12.5 year know-how royalty of 2%
	from date of first sale.



FINANCIALS



Q314 vs Q313 and FY13 Financials Comparison



	Three Months Ended September 30,			Nine Months Ended September 30,				
(In thousands, except per share amounts)	2014		2013		2014		2013	
Royalties from Queen et al. patents	s	123,916	\$	96,314	s	355,008	\$	331,778
Royalty rights - change in fair value		27,602	-	-		73,807	-	-
Interest revenue		13,076		2,864	1.0	34,760		11,516
License and other		-		1,000		575		1,000
Total revenues		164,594	_	100,178	_	464,150		344,294
G&A expenses		5,686		7,925		17,188		21,894
Operating income		158,908		92,253	-	446,962		322,400
Interest and other income, net		75		53		207		202
Interest expense	-	(9,387)	-	(6,118)	_	(29,770)		(18,169)
Loss on extinguishment of debt	13					(6,143)		- 10 - 10 - 10
Income before income taxes		149,596		86,188		411,256		304,433
Income tax expense		47,361		29,963		144,083		100,995
Net income	\$	102,235	\$	56,225	\$	267,173	\$	203,438
Net income per share - Basic	\$	0.64	\$	0.40	\$	1.70	\$	1.45
Net income per share - Diluted	\$	0.61	\$	0.36	\$	1.62	\$	1.31
	Sept	tember 30, 2014	Dec	ember 31, 2013				
Cash, cash equivalents and investments	\$	284,454	\$	99,540				
Total notes receivable	\$ \$	418,578	\$	195,048				
Total assets	\$	979,869	\$	543,955				
Total term loan payable	\$	18,720	\$	74,397				
Convertible notes payable	\$	474,181	\$	320,883				
Total stockholders's equity	\$	402,006	\$	113,489				

\$PDL BioPharma







CURRENT AND LONG-TERM DEBT

Convertible Notes	Conversion Rate per \$1,000 Principal Amount	Approximate Conversion Price Per Common Share	Conversion Price as Increased by Bond Hedge	Effective Date	Principal Balance Outstanding
May 2015 Notes 3.75%		\$5.84	\$6.87	December 3, 2014	\$155,250,000
Series 2012 Notes (Feb 2015) 2.875%		\$5.12	-	December 3, 2014	\$22,347,000
February 2018 Notes 4.00%		\$9.17	\$10.36	February 12, 2014	\$300,000,000





CONCLUSION





- Strong historic revenue growth from Queen licensed products
 - Potential for additional indications from existing products and a new product.
- Twelve income generating deals to date deploying approximately \$780 million in capital with potential for additional deals
- Greater certainty as to duration of royalty income and significantly reduced burn with Genentech/Roche settlement
- Liquidity volume averages ~2.7 million shares/day
- Return to shareholders
 - Since 2009, paid special or regular dividends totaling \$6.07/share.
 - In 2014, paid regular, quarterly dividend of \$0.15/share on March 12, June 12, September 12 and December 12.
 - Will announce 2015 dividend policy in late January.

