

CELGENE CORP /DE/  
Form 8-K  
June 15, 2012

**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 13, 2012

**CELGENE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34912**  
(Commission  
File Number)

**22-2711928**  
(IRS Employer  
Identification No.)

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**86 Morris Avenue, Summit,**

**New Jersey**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (908) 673-9000**

**07901**

**(Zip Code)**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(e) At the annual meeting of stockholders (the *Annual Meeting*) of Celgene Corporation (the *Company*) held on June 13, 2012, the Company's stockholders approved an amendment (the *Amendment*) to the Company's 2008 Stock Incentive Plan (the *Plan*) to, among other things:

Adopt an aggregate share reserve of 95,981,641 shares of our Common Stock. This number includes our current share reserve of 81,981,641 shares of our Common Stock and 14,000,000 additional new shares of our Common Stock.

In connection with the increase in the aggregate share reserve, the fungible share limit, which limits the number of full-value awards (e.g., restricted stock and RSUs) that may be granted under the Plan by counting shares granted pursuant to such awards as multiple shares against the aggregate share reserve, will be changed from 1.6 shares for every share granted to 2.1 shares for every share granted.

Extend the term of the Plan through April 18, 2022.

In addition to the foregoing, our stockholders reapproved the Section 162(m) performance goals under the Plan so that certain incentive awards granted under the Plan to executive officers of the Company may qualify as exempt performance-based compensation under Section 162(m) of the Internal Revenue Code.

The foregoing is a brief summary of the principal provisions of the amendments to the Plan and does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, as amended by the Amendment, which Amendment is attached as Exhibit 10.1 and incorporated herein by reference.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

(a) The annual meeting of stockholders of the Company was held on June 13, 2012.

(b) Stockholders voted on the matters set forth below:

Proposal 1. Election of Directors:

|                            | For         | Against | Withheld   | Broker Non-Votes |
|----------------------------|-------------|---------|------------|------------------|
| Robert J. Hugin            | 307,901,783 | N/A     | 8,956,466  | 50,102,750       |
| Richard W. Barker, D.Phil. | 314,191,067 | N/A     | 2,667,182  | 50,102,750       |
| Michael D. Casey           | 311,233,768 | N/A     | 5,624,481  | 50,102,750       |
| Carrie S. Cox              | 312,426,586 | N/A     | 4,431,663  | 50,102,750       |
| Rodman L. Drake            | 311,280,070 | N/A     | 5,578,179  | 50,102,750       |
| Michael A. Friedman, M.D.  | 315,053,581 | N/A     | 1,804,668  | 50,102,750       |
| Gilla Kaplan, Ph.D.        | 310,446,077 | N/A     | 6,412,172  | 50,102,750       |
| James J. Loughlin          | 309,089,445 | N/A     | 7,768,804  | 50,102,750       |
| Ernest Mario, Ph.D.        | 284,204,034 | N/A     | 32,654,215 | 50,102,750       |

Proposal 2. Ratification of Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2012:

|                  |             |
|------------------|-------------|
| For              | 356,109,800 |
| Against          | 10,314,324  |
| Abstain          | 536,875     |
| Broker Non-Votes | 50,102,750  |



Proposal 3. Amendment to the Company's 2008 Stock Incentive Plan (the description of the amendment contained in Item 5.02 of this Current Report on Form 8-K is incorporated herein by reference):

|                  |             |
|------------------|-------------|
| For              | 247,036,030 |
| Against          | 69,208,231  |
| Abstain          | 613,988     |
| Broker Non-Votes | 50,102,750  |

Proposal 4. Advisory Vote on Executive Compensation:

|                  |             |
|------------------|-------------|
| For              | 302,226,159 |
| Against          | 14,187,149  |
| Abstain          | 444,941     |
| Broker Non-Votes | 50,102,750  |

Proposal 5. Advisory Vote on Stockholder Proposal (described in more detail in the Proxy Statement):

|                  |             |
|------------------|-------------|
| For              | 189,500,550 |
| Against          | 126,638,690 |
| Abstain          | 719,009     |
| Broker Non-Votes | 50,102,750  |

(c) Not applicable.

(d) Not applicable.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

10.1 Amendment No. 2 to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of June 17, 2009)

**SIGNATURES**

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

**CELGENE CORPORATION**

Date: June 14, 2012

By: /s/ Jacquelyn A. Fouse  
Jacquelyn A. Fouse  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.1                      | Amendment No. 2 to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of June 17, 2009) |