

CELGENE CORP /DE/  
Form 8-K  
August 09, 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): August 9, 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 (see General Instruction A.2. below):

- .. 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 1.01. Entry into a Material Definitive Agreement.**

On August 6, 2012, Celgene Corporation, a Delaware corporation (the Company), entered into a previously announced underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), providing for its underwritten public offering of \$500,000,000 aggregate principal amount of 1.900% Senior Notes due 2017 (the 2017 Notes) and \$1,000,000,000 aggregate principal amount of 3.250% Senior Notes due 2022 (the 2022 Notes and, together with the 2017 Notes, the Notes).

On August 9, 2010, the Notes were issued under, and the Company entered into, an indenture (the Indenture) between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee.

The 2017 Notes will bear interest at a rate of 1.900% per year, payable semi-annually on February 15 and August 15 of each year, beginning on February 15, 2013 and the 2022 Notes will bear interest at a rate of 3.250% per year, payable semi-annually on February 15 and August 15 of each year, beginning on February 15, 2013.

The Notes will be unsecured, senior obligations and rank equal in right of payment to any of the Company's future senior unsecured indebtedness; senior in right of payment to any of the Company's future subordinated indebtedness; and effectively subordinated in right of payment to any of the Company's subsidiaries' obligations (including secured and unsecured obligations) and subordinated in right of payment to the Company's secured obligations, to the extent of the assets securing such obligations.

The Indenture contains covenants limiting the Company's ability to: (1) create liens; or (2) merge, or consolidate or transfer, sell or lease all or substantially all of the Company's assets. These covenants are subject to important limitations and exceptions that are described in the Indenture.

The Notes were offered pursuant to a shelf registration statement on Form S-3 (File No. 333-169731), which became immediately effective upon its filing with the Securities and Exchange Commission (the SEC) on October 4, 2010. A preliminary Prospectus Supplement dated August 6, 2012 relating to the Notes was filed with the SEC on August 6, 2012, and a final Prospectus Supplement dated August 6, 2012 was filed with the SEC on August 7, 2012.

The net proceeds from the sale of the Notes are estimated to be approximately \$1,486,682,049 (after deducting underwriting discounts and estimated offering expenses payable by us).

Some of the Underwriters and their affiliates have engaged in, and may in the future engage in, financial advisory, investment banking and other commercial dealings in the ordinary course of business with the Company, or its affiliates, including acting as lenders under various loan facilities. They have received, and may in the future receive, customary fees and commissions for these transactions.

The description of the Indenture in this Current Report on Form 8-K is a summary and is qualified in its entirety by the terms of the Indenture. A copy of the Indenture is attached hereto as Exhibit 4.1 and incorporated herein by reference. The Form of Notes issued pursuant to the Indenture are attached hereto as Exhibit 4.2 and Exhibit 4.3 and incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

d) Exhibits

- 4.1 Indenture, dated as of August 9, 2012, relating to the 1.900% Senior Notes due 2017 and the 3.250% Senior Notes due 2022, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee
- 4.2 Form of 1.900% Senior Notes due 2017
- 4.3 Form of 3.250% Senior Notes due 2022

5.1 Opinion of Proskauer Rose LLP

**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: August 9, 2012

By: /s/ Jacquelyn A. Fouse  
Jacquelyn A. Fouse, Ph.D.  
Executive Vice President and  
Chief Financial Officer  
(principal financial and accounting officer)

Exhibit Index

Exhibit No.	Description
4.1	Indenture, dated as of August 9, 2012, relating to the 1.900% Senior Notes due 2017 and the 3.250% Senior Notes due 2022, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee
4.2	Form of 1.900% Senior Notes due 2017
4.3	Form of 3.250% Senior Notes due 2022
5.1	Opinion of Proskauer Rose LLP