

Abraxis BioScience, Inc.  
 Form 3  
 July 09, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â CELGENE CORP /DE/                       |         | (Month/Day/Year)                     | Abraxis BioScience, Inc. [ABII]                  |  |
| (Last)                                    | (First) | (Middle)                             | 06/30/2010                                       |  |
| 86 MORRIS AVENUE                          |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)                                  |         |                                      | (Check all applicable)                           |  |
| SUMMIT,Â NJÂ 07901                        |         |                                      | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner                                    |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                               | (specify below)  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
|   |         |                                      |  | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)                          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)    |
|--|---|--|--|
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | 0   | I  | See footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CELGENE CORP /DE/<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901          | Â             | Â X       | Â       | Â     |
| Artistry Acquisition Corp.<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 | Â             | Â X       | Â       | Â     |

## Signatures

Celgene Corporation /s/ David W. Gryska  
Date: 07/09/2010

\_\_Signature of Reporting Person Date

Artistry Acquisition Corp. /s/ Andre Van Hoek  
Date: 07/09/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This form is a joint filing by Celgene Corporation, a Delaware corporation ("Parent") and Artistry Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Parent ("Merger Sub"). This Form 3 relates to shares of common stock, par value \$0.001 per share (the "Shares"), of Abraxis BioScience, Inc., a Delaware corporation ("Abraxis").

(2) As an inducement to Parent and Merger Sub entering into the Agreement and Plan of Merger, dated as of June 30, 2010 (the "Merger Agreement"), by and among Parent, Merger Sub and Abraxis, and in consideration thereof, certain of Abraxis' stockholders (each a "Committed Stockholder" and collectively, the "Committed Stockholders") entered into a Voting Agreement, dated as of June 30, 2010 (the "Voting Agreement"), pursuant to which each Committed Stockholder has agreed, among other things, to vote its respective Shares in favor of, or execute consents in favor of, the approval and adoption of the Merger Agreement, at any meeting of, or in connection with any proposed action by written consent of, the holders of Shares, on the terms and subject to the conditions set forth in the Voting Agreement.

(3) Parent and Merger Sub, by reason of the execution and delivery of the Voting Agreement, may be deemed to have shared voting power with the Committed Stockholders with respect to (and therefore beneficially own within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act")) an aggregate of 33,215,612 Shares (comprised of (i) 33,186,067 issued and outstanding Shares and (ii) vested options to purchase 29,545 Shares (which, upon issuance, will become New Shares as defined in the Voting Agreement), representing approximately 82% of Abraxis' issued and outstanding Shares (assuming 40,403,163 Shares issued and outstanding as of June 25, 2010, as represented by Abraxis in the Merger Agreement). Neither Parent nor Merger Sub have any pecuniary interest in the Shares and therefore do not have beneficial ownership of any Shares within the meaning of Rule 16a-1(a)(2) of the Exchange Act.

(4) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by Parent, Merger Sub or any other person that he, she or it is the beneficial owner of any of the shares referred to herein for purposes of Section 13(d) or Section 16 of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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