

CELGENE CORP /DE/  
Form S-8  
October 28, 2014

As filed with the Securities and Exchange Commission on October 28, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**CELGENE CORPORATION**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**86 Morris Avenue, Summit, New Jersey**  
**(Address of Principal Executive Offices)**

**22-2711928**  
**(I.R.S. Employer**  
**Identification No.)**

**07901**  
**(Zip Code)**

**Celgene Corporation 2008 Stock Incentive Plan**

**(Amended and Restated as of April 17, 2013)**

**(Full Title of the Plan)**

*Copy to:*

**Robert J. Hugin**

**Chairman of the Board  
and Chief Executive Officer**

**Celgene Corporation**

**86 Morris Avenue**

**Summit, New Jersey 07901**

**(Name and Address of Agent for Service)**

**(908) 673-9000**

**(Telephone Number, Including Area Code, of Agent For Service)**

**Robert A. Cantone, Esq.**

**Proskauer Rose LLP**

**Eleven Times Square**

**New York, New York 10036**

**(212) 969-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title Of Securities	Amount To Be Registered	Proposed	Proposed	Amount of Registration Fee <sup>(3)</sup>
		Maximum	Maximum	
To Be Registered	Registered <sup>(1)</sup>	Per Share	Offering Price	
Common Stock, par value \$0.01 per share	18,000,000	\$94.56 <sup>(2)</sup>	\$1,702,080,000 <sup>(2)</sup>	\$197,781.70

- (1) This Registration Statement covers 18,000,000 additional shares of common stock, par value \$0.01 per share, of Celgene Corporation (the Registrant or the Corporation ) available for issuance pursuant to awards under the Corporation's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) (the Plan ). In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers any additional shares of common stock of the Registrant that become issuable pursuant to awards by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of common stock of the Registrant.
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high (\$95.90) and low (\$93.22) selling prices per share of common stock of the Registrant on October 21, 2014, as reported on the Nasdaq Global Select Market.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of 18,000,000 additional securities for the Plan. A Registration Statement on Form S-8 has been filed previously on each of January 4, 1999 (Registration No. 333-70083), June 20, 2000, March 20, 2001 (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908), August 14, 2003 (Registration No. 333-107980), June 30, 2005 (Registration No. 333-126296), November 8, 2006 (Registration No. 333-138497), July 31, 2008 (Registration No. 333-152655), July 31, 2009 (Registration No. 333-160955), November 2, 2011 (Registration No. 333-177669), October 29, 2012 (Registration No. 333-184634) and October 30, 2013 (Registration No. 333-191996) for the existing securities under the Plan.

**EXPLANATORY NOTE**

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of each of the Registration Statements on Form S-8 (Registration Nos. 333-70083, 333-39716, 333-65908, 333-107980, 333-126296, 333-138497, 333-152655, 333-160955, 333-177669, 333-184634 and 333-191996) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 18,000,000 shares of common stock, par value \$0.01 per share (the Common Stock ), of Celgene Corporation (the Registrant or the Corporation ), which may be awarded under the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) (the Plan ) pursuant to an amendment of the Plan approved by the Corporation s Board of Directors on April 17, 2014, effective and approved by the stockholders of the Registrant on June 18, 2014.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The contents of each of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on January 4, 1999 (Registration No. 333-70083), June 20, 2000 (Registration No. 333-39716), March 20, 2001, Post-Effective Amendment No. 1 with a Reoffer Prospectus (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908), August 14, 2003 (Registration No. 333-107980), June 30, 2005 (Registration No. 333-126296), November 8, 2006 (Registration No. 333-138497), July 31, 2008 (Registration No. 333-152655), July 31, 2009 (Registration No. 333-160955), November 2, 2011 (Registration No. 333-177669), October 29, 2012 (Registration No. 333-184634) and October 30, 2013 (Registration No. 333-191996) by the Corporation are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

- (a) the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the Commission on February 13, 2014;
- (b) the Corporation's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2014, June 30, 2014 and September 30, 2014, filed with the Commission on April 29, 2014, July 29, 2014 and October 28, 2014, respectively;
- (c) the Corporation's Current Reports on Form 8-K, filed with the Commission on January 10, 2014, February 13, 2014, April 24, 2014 (other than with respect to Item 2.02 and Exhibit 99.1 therein), May 6, 2014, May 7, 2014, May 15, 2014, May 22, 2014, June 19, 2014, June 19, 2014 and June 26, 2014;
- (d) the portions of the Definitive Proxy Statement on Schedule 14A for the 2014 annual meeting of stockholders held on June 18, 2014 to the extent incorporated by reference in the Annual Report on Form 10-K for the year ended December 31, 2013; and
- (e) the description of the Company's Common Stock contained in the Corporation's Registration Statement on Form 8-A, File No. 0-16132, including any amendment or report filed for the purpose of updating such description. All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement

contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Proskauer Rose LLP*
23.1	Consent of KPMG LLP*
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5)*
24	Power of Attorney*
99.1	Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) (incorporated by reference to Exhibit 10.1 to the Corporation's Current Report on Form 8-K filed with the Commission on June 13, 2013)

\* Filed herewith.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Summit, State of New Jersey on October 28, 2014.

**CELGENE CORPORATION**

By: /s/ Robert J. Hugin  
 Robert J. Hugin  
 Chairman of the Board and Chief Executive  
 Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Robert J. Hugin Robert J. Hugin	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	October 28, 2014
/s/ Peter N. Kellogg Peter N. Kellogg	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 28, 2014
* Richard W. Barker, D.Phil.	Director	October 28, 2014
* Michael D. Casey	Director	October 28, 2014
Carrie S. Cox	Director	
* Michael A. Friedman, M.D.	Director	October 28, 2014
* Gilla Kaplan, Ph.D.	Director	October 28, 2014
* James J. Loughlin	Director	October 28, 2014
Ernest Mario	Director	

\*By: /s/ Robert J. Hugin  
Robert J. Hugin  
*Attorney-in-Fact*

-4-



**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Proskauer Rose LLP*
23.1	Consent of KPMG LLP*
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5)*
24	Power of Attorney*
99.1	Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) (incorporated by reference to Exhibit 10.1 to the Corporation's Current Report on Form 8-K filed with the Commission on June 13, 2013)

\* Filed herewith