

TENGION INC  
Form SC 13G  
October 09, 2012

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

**SCHEDULE 13G**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No.    )\***

**TENGION, INC.**  
**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**  
**(Title of Class of Securities)**

**88034G109**

**(CUSIP Number)**

**October 2, 2012**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 88034G109

1) Names of Reporting Persons.

CELGENE CORPORATION

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3) SEC Use Only

4) Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

A Senior Secured Convertible Note with a principal amount of \$5,002,283.10, convertible into shares of Common Stock of the Issuer, and warrants to purchase 10,228,310 shares of Common Stock of the Issuer\*

\* The conversion of the note and the exercise of the warrants are limited to that number of shares of Common Stock of the Issuer that, when aggregated with the holder's existing ownership of Common Stock of the Issuer, would result in such holder, together with related persons or entities, owning no more than 9.985% of the total number of outstanding shares of Common Stock of the Issuer.

6. Shared Voting Power

PERSON

WITH: -0-

7. Sole Dispositive Power

A Senior Secured Convertible Note with a principal amount of \$5,002,283.10, convertible into shares of Common Stock of the Issuer, and warrants to purchase 10,228,310 shares of Common Stock of the Issuer\*

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\* The conversion of the note and the exercise of the warrants are limited to that number of shares of Common Stock of the Issuer that, when aggregated with the holder's existing ownership of Common Stock of the Issuer, would result in such holder, together with related persons or entities, owning no more than 9.985% of the total number of outstanding shares of Common Stock of the Issuer.

8. Shared Dispositive Power

-0-

9) Aggregate Amount Beneficially Owned by Each Reporting Person

A Senior Secured Convertible Note with a principal amount of \$5,002,283.10, convertible into shares of Common Stock of the Issuer, and warrants to purchase 10,228,310 shares of Common Stock of the Issuer\*

\* The conversion of the note and the exercise of the warrants are limited to that number of shares of Common Stock of the Issuer that, when aggregated with the holder's existing ownership of Common Stock of the Issuer, would result in such holder, together with related persons or entities, owning no more than 9.985% of the total number of outstanding shares of Common Stock of the Issuer.

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11) Percent of Class Represented by Amount in Item 9

12) 9.985%  
Type of Reporting Person (See Instructions)

CO

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ITEM 1. (A) NAME OF ISSUER:

Tengion, Inc.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

3929 Westpoint Blvd, Suite G, Winston-Salem, North Carolina 27103

ITEM 2. (A) NAME OF PERSONS FILING:

Celgene Corporation

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE:

86 Morris Avenue, Summit, New Jersey 07901

(C) CITIZENSHIP:

Delaware, U.S.A.

(D) TITLE OF CLASS OF SECURITIES:

Common Stock

(E) CUSIP NUMBER:

88034G109

ITEM 3. STATEMENT FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C)

Not applicable.

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

A Senior Secured Convertible Note with a principal amount of \$5,002,283.10, convertible into shares of Common Stock of the Issuer, and warrants to purchase 10,228,310 shares of Common Stock of the Issuer\*

\* The conversion of the note and the exercise of the warrants are limited to that number of shares of Common Stock of the Issuer that, when aggregated with the holder's existing ownership of Common Stock of the Issuer, would result in such holder, together with related persons or entities, owning no more than 9.985% of the total number of outstanding shares of Common Stock of the Issuer.

(b) Percent of class:

9.985%. Such percentage is based upon 2,466,914 outstanding shares of Common Stock of the Issuer.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

A Senior Secured Convertible Note with a principal amount of \$5,002,283.10, convertible into shares of Common Stock of the Issuer, and warrants to purchase 10,228,310 shares of Common Stock of the Issuer\*

\* The conversion of the note and the exercise of the warrants are limited to that number of shares of Common Stock of the Issuer that, when aggregated with the holder's existing ownership of Common Stock of the Issuer, would result in such holder, together with related persons or entities, owning no more than 9.985% of the total number of outstanding shares of Common Stock of the Issuer.

(ii) Shared power to vote or to direct the vote:

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(iii) Sole power to dispose or to direct the disposition of:

A Senior Secured Convertible Note with a principal amount of \$5,002,283.10, convertible into shares of Common Stock of the Issuer, and warrants to purchase 10,228,310 shares of Common Stock of the Issuer\*

\* The conversion of the note and the exercise of the warrants are limited to that number of shares of Common Stock of the Issuer that, when aggregated with the holder's existing ownership of Common Stock of the Issuer, would result in such holder, together with related persons or entities, owning no more than 9.985% of the total number of outstanding shares of Common Stock of the Issuer.

(iv) Shared power to dispose or to direct the disposition of:

- 0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 9, 2012

CELGENE CORPORATION

By: /s/ Jacquelyn A. Fouse

Name: Jacquelyn A. Fouse

Title: Executive Vice President and Chief Financial Officer