

CELGENE CORP /DE/  
Form 8-K  
May 15, 2014

**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): May 15, 2014**

**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.)**

**86 Morris Avenue, Summit, New Jersey**  
**(Address of principal executive offices)**

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

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

**(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 May 6, 2014, Celgene Corporation, a Delaware corporation (the Company), entered into a previously announced underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co. 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 2.250% Senior Notes due 2019 (the 2019 Notes), \$1,000,000,000 aggregate principal amount of 3.625% notes due 2024 (the 2024 Notes) and \$1,000,000,000 aggregate principal amount of 4.625% Senior Notes due 2044 (the 2044 Notes, and together with the 2019 Notes and the 2024 Notes, collectively, the Notes).

On May 15, 2014, the Notes were issued under an Indenture (the Indenture) between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee.

The 2019 Notes will bear interest at a rate of 2.250% per year, payable semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014, the 2024 Notes will bear interest at a rate of 3.625% per year, payable semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014 and the 2044 Notes will bear interest at a rate of 4.625% per year, payable semi-annually on May 15 and November 15 of each year, beginning on November 15, 2014.

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. 333-191998), which became immediately effective upon its filing with the Securities and Exchange Commission (the SEC) on October 30, 2013. A preliminary Prospectus Supplement dated May 6, 2014 relating to the Notes was filed with the SEC on May 6, 2014, and a final Prospectus Supplement dated May 6, 2014 was filed with the SEC on May 7, 2014.

The net proceeds from the sale of the Notes are estimated to be approximately \$2,470.6 million (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, Exhibit 4.3 and Exhibit 4.4 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 May 15, 2014, relating to the 2.250% Senior Notes due 2019, the 3.625% Senior Notes due 2024, and the 4.625% Senior Notes due 2044 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee
- 4.2 Form of 2.250% Senior Note due 2019
- 4.3 Form of 3.625% Senior Note due 2024
- 4.4 Form of 4.625% Senior Note due 2044
- 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: May 15, 2014

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
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