

MEDAREX INC
Form S-8
August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MEDAREX, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of incorporation or organization)

22-2822175
(I.R.S. Employer Identification No.)

707 State Road

Princeton, New Jersey
(Address of Principal Executive Offices)

08540
(Zip Code)

MEDAREX, INC. 2001 STOCK OPTION PLAN

(Full title of the plan)

Donald L. Drakeman

Medarex, Inc.

707 State Road

Princeton, New Jersey 08540

(Name and address of agent for service)

(609) 430-2880

(Telephone number, including area code, of agent for service)

Copies to:

W. Bradford Middlekauff

Senior Vice President, General Counsel and Secretary

Medarex, Inc.

707 State Road

Princeton, New Jersey 08540

(609) 430-2880

Dwight A. Kinsey, Esq.

Satterlee Stephens Burke & Burke LLP

230 Park Avenue

New York, New York 10169

(212) 818-9200

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|------------------------------------|--|--|-----------------------------------|
|---|------------------------------------|--|--|-----------------------------------|

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| | | | | |
|--|------------------|--------|--------------|---------|
| Common Stock, \$.01 par value per share | 3,500,000 shares | \$5.59 | \$19,565,000 | \$1,583 |
|--|------------------|--------|--------------|---------|

- (1) The registration statement also includes an indeterminable number of additional shares that may become issuable as a result of the anti-dilution adjustment provisions of the Plan. It also includes preferred share purchase rights under the Medarex, Inc. Shareholder Rights Agreement.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) and based upon the average of the high and low sale prices of the Company's Common Stock as reported by The NASDAQ National Market as of August 27, 2003.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,500,000 shares of the Registrant's Common Stock pursuant to the Registrant's 2001 Stock Option Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF
CERTAIN REGISTRATION STATEMENT ON FORM S-8**

The contents of the Registration Statement on Form S-8 (File No. 333-72154) relating to the 2001 Stock Option Plan, filed with the Securities and Exchange Commission on October 24, 2001, are incorporated by reference herein.

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| | | |
|-------------------------------|--|-----------------|
| /s/ DONALD L. DRAKEMAN | President, Chief Executive Officer and Director | August 28, 2003 |
| <hr/> | | |
| Donald L. Drakeman | (Principal Executive Officer) | |
| /s/ MICHAEL A. APPELBAUM | Executive Vice President and Director | August 28, 2003 |
| <hr/> | | |
| Michael A. Appelbaum | | |
| /s/ CHRISTIAN SCHADE | Senior Vice President, Finance and Administration and Chief Financial Officer | August 28, 2003 |
| <hr/> | | |
| Christian Schade | (Principal Financial and Accounting Officer) | |
| /s/ FREDERICK B. CRAVES | Director | August 28, 2003 |
| <hr/> | | |
| Frederick B. Craves | | |
| /s/ MICHAEL W. FANGER | Director | August 28, 2003 |
| <hr/> | | |
| Michael W. Fanger | | |
| /s/ RONALD J. SALDARINI | Director | August 28, 2003 |
| <hr/> | | |
| Ronald J. Saldarini | | |
| /s/ CHARLES R. SCHALLER | Director | August 28, 2003 |
| <hr/> | | |
| Charles R. Schaller | | |
| /s/ W. LEIGH THOMPSON, JR. | Director | August 28, 2003 |
| <hr/> | | |
| W. Leigh Thompson, Jr. | | |
| /s/ JULIUS A. VIDA | Director | August 28, 2003 |
| <hr/> | | |
| Julius A. Vida | | |

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 5 | Opinion of Satterlee Stephens Burke & Burke LLP as to legality of the securities being registered. |
| 23(a) | Consent of Ernst & Young LLP. |
| 23(b) | Consent of PricewaterhouseCoopers. |
| 23(c) | Consent of Satterlee Stephens Burke & Burke LLP (included in opinion filed as Exhibit 5). |
| 24 | Power of Attorney (accompanies signature pages to the Registration Statement). |