

CELGENE CORP /DE/  
Form DEFA14A  
April 29, 2008

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant    
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) of Section 240.14a-12

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

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- |     |   |
|-----|---|
| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

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**CELGENE CORPORATION**

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

*C/O AMERICAN STOCK TRANSFER  
59 MAIDEN LANE  
NEW YORK, NY 10031*

**Annual Meeting of Stockholders to be held on 06/18/08  
Proxy Materials Available**

- Notice of the Annual Meeting of Stockholders
- Proxy Statement
- Proxy Card
- Annual Report

**PROXY MATERIAL - VIEW OR RECEIVE**

You can choose to view the material Online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

**To facilitate timely delivery please make the request as instructed below on or before 06/04/08.**

**HOW TO VIEW PROXY MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF PROXY MATERIALS**

- |                 |  |
|-----------------|--|
| 1) BY INTERNET  | - <a href="http://www.proxyvote.com">www.proxyvote.com</a>                   |
| 2) BY TELEPHONE | - 1-800-579-1639   |
| 3) BY E-MAIL*   | - <a href="mailto:sendmaterial@proxyvote.com">sendmaterial@proxyvote.com</a> |

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 06/18/08  
Meeting Time: 1:00 P.M., EDT  
For holders as of: 04/22/08

**Meeting Location:**

Celgene Corporation  
86 Morris Avaneue  
Summit, NJ 07019

**Meeting Directions:**

For Stockholder Meeting Directions Please Call:  
Investor Relations at (908) 673-9000

**How To Vote**

**Vote In Person**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Stockholder Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote **now** by Internet, go to **WWW.PROXYVOTE.COM**.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on June 17, 2008. Have your notice in hand when you access the web site and follow the instructions.

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**Voting items**

**THE BOARD OF DIRECTORS RECOMMEND A VOTE  
FOR<sup>1</sup> ITEMS 1, 2 AND 3.**

1. ELECTION OF DIRECTORS

**Nominees:**

- |                                  |                           |
|----------------------------------|---------------------------|
| 01) Sol J. Barer, Ph.D.          | 06) Gilla Kaplan, Ph.D.   |
| 02) Robert J. Hugin              | 07) James J. Loughlin     |
| 03) Michael D. Casey             | 08) Ernest Mario, Ph.D.   |
| 04) Rodman L. Drake              | 09) Walter L. Robb, Ph.D. |
| 05) Arthur Hull Hayes, Jr., M.D. |                           |

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.

3. Approval of the amendment and restatement of the Company's 1998 Stock Incentive Plan (to be renamed the 2008 Stock Incentive Plan).

4. In their discretion, to act upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.

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