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CELGENE CORP /DE/
Form 8-K
December 14, 2005

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): December 14, 2005

CELGENE CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------------|---|
| Delaware | 0-16132 | 22-2711928 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |

| | |
|---|---------------------|
| 86 Morris Avenue, Summit, New Jersey | 07901 |
| ----- (Address of principal executive offices) | ----- (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 AN AMENDMENT OF A MATERIAL DEFINITIVE AGREEMENT

On December 14, 2005 the Board of Directors approved a resolution increasing the

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cash compensation for non-employee members of the Board with effect from October 12, 2005 as follows:

- o Annual board member retainer from \$20,000 to \$30,000
- o Board meeting fee from \$2,000 to \$2,500
- o Audit committee chair retainer from \$5,000 to \$12,000
- o Compensation, nominating and executive committee chair retainer from \$2,500 to \$7,000
- o Audit committee member retainer from \$0 to \$4,000
- o All other committee member retainers from \$0 to \$2,000
- o Committee meeting fee will remain the same at \$500

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: December 14, 2005

By: /s/ Robert J. Hugin

Name: Robert J. Hugin
Title: Senior Vice President and
Chief Financial Officer