

CELGENE CORP /DE/  
Form S-8  
July 31, 2009

As filed with the Securities and Exchange Commission on July 31, 2009

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

22-2711928  
(I.R.S. Employer Identification No.)

86 Morris Avenue  
Summit, New Jersey  
(Address of Principal Executive Offices)

07901  
(Zip Code)

Celgene Corporation 2008 Stock Incentive Plan  
(Amended and Restated as of June 17, 2009)  
(Full Title of the Plan)

Sol J. Barer  
Chief Executive Officer  
Celgene Corporation  
86 Morris Avenue  
Summit, New Jersey 07901  
(Name and Address of Agent for Service)

Copy to:  
Robert A. Cantone, Esq.  
Proskauer Rose LLP  
1585 Broadway  
New York, New York 10036  
(212) 969-3000

(908) 673-9000

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities	Proposed Maximum	Proposed Maximum Aggregate	Amount Of
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	<b>Amount To Be</b>	<b>Offering Price</b>		<b>Registration Fee<sup>(3)</sup></b>
<b>To Be Registered</b>	<b>Registered<sup>(1)</sup></b>	<b>Per Share</b>	<b>Offering Price</b>	
Common Stock, par value \$0.01 per share	18,409,450	\$ 54.59 <sup>(2)</sup>	\$1,004,971,875.50 <sup>(2)</sup>	\$ 55,338.96

(1) This Registration Statement covers 18,409,450 additional shares of common stock, par value \$0.01 per share, of Celgene Corporation (the Registrant or the Corporation ) available for issuance pursuant to awards under the Corporation s 2008 Stock Incentive Plan (Amended and Restated as of June 17, 2009) (the Plan ). In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers any additional shares of common stock of the Registrant that become issuable pursuant to awards by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the

outstanding shares  
of common stock  
of the Registrant.

(2) Calculated solely  
for purposes of  
this offering under  
Rules 457(c) and  
457(h) under the  
Securities Act of  
1933, as amended,  
on the basis of the  
average of the  
high and low  
selling prices per  
share of common  
stock of the  
Registrant on  
July 27, 2009, as  
reported on the  
Nasdaq Global  
Select Market.

(3) Pursuant to  
General  
Instruction E to  
Form S-8, a filing  
fee is only being  
paid with respect  
to the registration  
of 18,409,450  
additional  
securities for the  
Plan. A  
Registration  
Statement on  
Form S-8 has  
been filed  
previously on  
each of January 4,  
1999 (Registration  
No. 333-70083),  
June 20, 2000 and  
March 20, 2001  
(Registration  
No. 333-39716),  
July 26, 2001  
(Registration  
No. 333-65908),  
August 14, 2003  
(Registration

No. 333-107980),  
June 30, 2005  
(Registration  
No. 333-126296),  
November 8, 2006  
(Registration  
No. 333-138497)  
and July 31, 2008  
(Registration  
No. 333-152655)  
for the existing  
securities under  
the Plan.

However,  
pursuant to  
Rule 457(p), the  
fee calculation  
includes the offset  
of \$738.47 against  
the currently due  
filing fee of  
\$56,077.43. The  
\$738.47 offset  
amount is a  
portion of  
\$1,193.20, which  
was previously  
paid in connection  
with the  
Registrant's Form  
S-8 related to the  
registration of  
250,000 shares of  
common stock  
(which shares  
have subsequently  
split two-for-one  
on February 24,  
2006) under the  
Corporation's 1995  
Non-Employee  
Directors  
Incentive Plan as  
amended and  
restated as of  
June 22, 2000 and  
as further  
amended filed  
with the Securities  
and Exchange  
Commission on

June 30, 2005  
(Registration  
No. 333-126296)  
which shares have  
not been issued  
and will be  
deregistered  
pursuant to a  
post-effective  
amendment to  
such Form S-8.  
For more details,  
please see the  
explanatory note  
following this  
page.

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**EXPLANATORY NOTE**

Incorporation by Reference. This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of each of the Registration Statements on Form S-8 (Registration Nos. 333-70083, 333-39716, 333-65908, 333-107980, 333-126296, 333-138497 and 333-152655) are incorporated herein by reference and made a part hereof.

Registration of Additional Shares of Common Stock Under the Plan. This Registration Statement on Form S-8 is filed by the Registrant to register an additional 18,409,450 shares of common stock, par value \$0.01 per share, of Celgene Corporation (the Common Stock ), which may be awarded under the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of June 17, 2009) pursuant to an amendment and restatement of such plan authorized by the stockholders of the Registrant on June 17, 2009. The aggregate number of 18,409,450 shares of Common Stock available for issuance under the Plan includes: (i) 18,100,000 new shares of Common Stock and (ii) 309,450 shares of Common Stock reserved but not yet granted under the 1995 Non-Employee Directors Incentive Plan as amended and restated as of June 22, 2000 and as further amended that were transferred into the Plan as of June 17, 2009, the date of stockholder approval of the Plan.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The contents of each of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the Commission) on January 4, 1999 (Registration No. 333-70083), June 20, 2000 (Registration No. 333-39716), March 20, 2001, Post-Effective Amendment No. 1 with a Reoffer Prospectus (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908), August 14, 2003 (Registration No. 333-107980), June 30, 2005 (Registration No. 333-126296), November 8, 2006 (Registration No. 333-138497) and July 31, 2008 (Registration No. 333-152655) by the Corporation are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

- (a) the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission on February 17, 2009;
- (b) the Corporation's Quarterly Report for the fiscal quarter ended March 31, 2009, filed with the Commission on May 6, 2009;
- (c) the Corporation's Quarterly Report for the fiscal quarter ended June 30, 2009, filed with the Commission on July 31, 2009;
- (d) the Current Reports on Form 8-K, filed with the Commission on February 23, 2009, April 27, 2009, May 15, 2009 and June 18, 2009; and
- (e) the description of the Company's Common Stock contained in the Corporation's Registration Statement on Form 8-A, File No. 0-16132, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Proskauer Rose LLP*
10	Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of June 17, 2009) (incorporated by reference to Exhibit 10.1 to the Corporation's Current Report on Form 8-K filed with the Commission on June 18, 2009)
23.1	Consent of KPMG LLP*
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5)*

24 Power of Attorney (included on signature page).\*

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Summit, State of New Jersey on this 31<sup>st</sup> day of July, 2009.

**CELGENE CORPORATION**

By: /s/ Sol J. Barer  
Sol J. Barer  
Chairman of the Board and Chief Executive  
Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Sol J. Barer and Robert J. Hugin, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Sol J. Barer, Ph.D.	Chairman of the Board; Chief Executive	July 27, 2009
Sol J. Barer, Ph.D.	Officer (Principal Executive Officer)	
/s/ Robert J. Hugin	Director; President; Chief Operating Officer	July 30, 2009
Robert J. Hugin		
/s/ David W. Gryska	Chief Financial Officer (Principal Financial Officer)	July 28, 2009
David W. Gryska		
/s/ Michael D. Casey	Director	July 27, 2009
Michael D. Casey		
/s/ Rodman L. Drake	Director	July 28, 2009
Rodman L. Drake		
/s/ Arthur Hull Hayes, Jr., M.D.	Director	July 27, 2009
Arthur Hull Hayes, Jr., M.D.		
/s/ Gilla Kaplan, Ph.D.	Director	July 27, 2009
Gilla Kaplan, Ph.D.		
/s/ James J. Loughlin	Director	July 28, 2009
James J. Loughlin		
/s/ Ernest Mario, Ph.D.	Director	July 27, 2009
Ernest Mario, Ph.D.		
/s/ Walter L. Robb, Ph.D.	Director	July 28, 2009
Walter L. Robb, Ph.D.		
/s/ Andre Van Hoek	Controller (Principal Accounting Officer)	July 28, 2009
Andre Van Hoek		

**EXHIBIT INDEX**

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23.1	Consent of KPMG LLP*
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5)*
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\* Filed herewith