

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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	Amount To Be	Offering Price		Registration Fee⁽³⁾
To Be Registered	Registered⁽¹⁾	Per Share	Offering Price	
Common Stock, par value \$0.01 per share	18,409,450	\$ 54.59 ⁽²⁾	\$1,004,971,875.50 ⁽²⁾	\$ 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.

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.

Exhibit No.	Description
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 31st 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.

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

EXHIBIT INDEX

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* Filed herewith