

CELGENE CORP /DE/  
Form S-4/A  
September 10, 2010

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Amendment No. 1 to**  
**Form S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**CELGENE CORPORATION**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of Incorporation)*

**2834**  
*(Primary Standard Industrial  
Classification Code Number)*

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

**86 Morris Avenue**  
**Summit, New Jersey 07901**  
**(908) 673-9000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Robert J. Hugin**  
**Chief Executive Officer**  
**Celgene Corporation**  
**86 Morris Avenue**  
**Summit, New Jersey 07901**  
**(908) 673-9000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*With copies to:*

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**Kevin B. Espinola**  
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**2000**  
**Los Angeles, California 90025**  
**(310) 883-1300**

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**Jacobson LLP**  
**One New York Plaza**  
**New York, New York 10004**  
**(212) 859-8000**

**Approximate date of commencement of proposed offering:** As soon as practicable after this registration statement is declared effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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The information in this proxy statement/prospectus is not complete and may be changed. Celgene Corporation may not sell the securities offered by this proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/prospectus is not an offer to sell these securities and Celgene Corporation is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 10, 2010

MERGER PROPOSAL

September [ ], 2010

Dear Stockholder:

As previously announced, on June 30, 2010, Abraxis BioScience, Inc., or Abraxis, entered into a merger agreement with Celgene Corporation, or Celgene, under which Celgene will acquire Abraxis. Following the merger, Abraxis will become a direct or indirect wholly-owned subsidiary of Celgene. If the merger is completed, Abraxis stockholders (other than stockholders who validly perfect appraisal rights under Delaware law) will be entitled to receive, for each share of Abraxis common stock that they hold:

\$58.00 in cash, without interest;

0.2617 of a share of common stock of Celgene; and

one contingent value right, or CVR, issued by Celgene.

Each CVR will entitle its holder to receive additional cash payments if certain U.S. regulatory approval milestones with respect to Abraxane<sup>®</sup> are achieved and/or if aggregate annual net sales of Abraxane<sup>®</sup> and certain Abraxis pipeline products that are currently under development exceed \$1 billion.

Celgene common stock is listed on The NASDAQ Global Select Market under the symbol CELG. On September [ ], 2010, the last trading day prior to the date of this proxy statement/prospectus, the last reported sale price per share of Celgene common stock on The NASDAQ Global Select Market was \$[ ]. There is currently no public market for the CVRs. Celgene has agreed to use reasonable best efforts to cause the CVRs to be approved for listing on The NASDAQ Global Select Market.

Abraxis will hold a special meeting of stockholders to consider and vote on a proposal to adopt the merger agreement. You will find the notice of meeting, logistics of the proposed merger and details in the attached documents.

**OUR BOARD OF DIRECTORS HAS UNANIMOUSLY DETERMINED THAT THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, INCLUDING THE MERGER, ARE ADVISABLE AND FAIR TO, AND IN THE BEST INTEREST OF, ABRAXIS AND ITS STOCKHOLDERS, ADOPTED THE MERGER AGREEMENT AND DECLARED ADVISABLE THE MERGER AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT.**

Under Delaware law, the approval of holders of a majority of the outstanding shares of Abraxis common stock is required to adopt the merger agreement. On June 30, 2010, Dr. Soon-Shiong and certain entities affiliated with him,

who together own approximately 82.1% of the outstanding shares of Abraxis common stock, entered into a Voting Agreement with Celgene and a wholly-owned subsidiary of Celgene, under which they agreed to vote all of their shares of Abraxis common stock in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement.

**For a discussion of risk factors that you should consider in evaluating the transaction, see Risk Factors beginning on page 22 of the attached proxy statement/prospectus.**

We urge you to read this proxy statement/prospectus carefully and in its entirety.

By Order of the Board of Directors,

Patrick Soon-Shiong, M.D.  
Executive Chairman

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE MERGER OR OTHER TRANSACTIONS DESCRIBED IN THE ATTACHED PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED PURSUANT TO THE MERGER UNDER THE ATTACHED PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The proxy statement/prospectus is dated September [ ], 2010 and is first being mailed to Abraxis stockholders on or about September [ ], 2010.

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
To Be Held October 13, 2010**

The special meeting of stockholders of Abraxis BioScience, Inc. will be held at the Fairmont Miramar, 101 Wilshire Boulevard, Santa Monica, California, on October 13, 2010, at 10:00 a.m. local time. The purpose of the special meeting is to vote on a proposal to adopt the Agreement and Plan of Merger, dated as of June 30, 2010, by and among Celgene Corporation, Artistry Acquisition Corp., a wholly-owned subsidiary of Celgene Corporation, and Abraxis BioScience, Inc., as it may be amended from time to time (the merger agreement).

**The board of directors of Abraxis unanimously recommends a vote FOR this proposal.**

Only holders of record of Abraxis common stock at the close of business on September 10, 2010 will be entitled to vote at the special meeting or any adjournments or postponements thereof. A list of stockholders entitled to vote at the special meeting will be available in Abraxis office located at 11755 Wilshire Boulevard, Suite 2000, Los Angeles, California 90025, during regular business hours for a period not less than ten days before the special meeting, as well as at the place of the special meeting during the special meeting.

For the security of everyone attending the special meeting, a stockholder must present photo identification to be admitted to the special meeting.

Whether or not you plan to attend the special meeting, please vote in advance by marking, signing, dating and returning the proxy card in the enclosed postage-prepaid envelope.

By Order of the Board of Directors,

Patrick Soon-Shiong, M.D.  
Executive Chairman

Los Angeles, California  
September [ ], 2010

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**REFERENCES TO ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Abraxis and Celgene from other documents that Abraxis and Celgene have filed with the Securities and Exchange Commission, which we refer to as the SEC, and that are included in this proxy statement/prospectus and can be found following the annexes. For a listing of documents incorporated by reference in this proxy statement/prospectus, please see the section entitled **Where You Can Find More Information**. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC's website at [www.sec.gov](http://www.sec.gov). You can also obtain those documents incorporated by reference in this proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Abraxis BioScience, Inc.  
11755 Wilshire Boulevard, Suite 2000  
Los Angeles, California 90025  
Attention: Investor Relations  
Telephone Number: (310) 883-1300  
[www.abraxisbio.com](http://www.abraxisbio.com)

Celgene Corporation  
86 Morris Avenue  
Summit, New Jersey 07901  
Attention: Investor Relations  
Telephone Number: (908) 673-9000  
[www.celgene.com](http://www.celgene.com)

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**QUESTIONS AND ANSWERS ABOUT THE MERGER**

The following questions and answers are intended to address briefly some commonly asked questions regarding the merger. These questions and answers may not address all questions that may be important to you as an Abraxis stockholder. To better understand these matters, and for a description of the legal terms governing the merger, you should carefully read this entire proxy statement/prospectus, including the annexes, as well as the documents that we have incorporated by reference into this document. See [Where You Can Find More Information](#).

Unless otherwise indicated or required by the context, in this proxy statement/prospectus, all references to Celgene refer to Celgene Corporation and its subsidiaries; all references to merger sub refer to Artistry Acquisition Corp., a direct or indirect wholly-owned subsidiary of Celgene; all references to Abraxis refer to Abraxis BioScience, Inc. and its subsidiaries; all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of June 30, 2010, by and among Abraxis, Celgene and merger sub, a copy of which is attached as Annex A to this proxy statement/prospectus, as it may be amended from time to time; all references to the merger refer to the merger contemplated by the merger agreement; all references to the principal stockholders refer to Dr. Patrick Soon-Shiong and certain entities affiliated with him, who together own approximately 82.1% of the outstanding shares of Abraxis common stock; and all references to the CVR agreement refer to the Contingent Value Rights Agreement to be entered into by Celgene and a mutually acceptable trustee, prior to the completion of the merger, a copy of which is attached as Annex B to this proxy statement/prospectus.

**Q: Why am I receiving this document?**

A: Celgene and Abraxis have agreed to the merger, pursuant to which Abraxis will become a direct or indirect wholly-owned subsidiary of Celgene and will cease to be a publicly held corporation. In order for the companies to complete the merger, the holders of a majority of the outstanding shares of Abraxis common stock must vote to adopt the merger agreement. Abraxis is holding a special meeting of stockholders solely to obtain such stockholder approval.

This document is being delivered to you as both a proxy statement of Abraxis and a prospectus of Celgene in connection with the merger. It is the proxy statement by which the Abraxis board of directors is soliciting proxies from you to vote on the adoption of the merger agreement at the special meeting or at any adjournment or postponement of the special meeting. It is also the prospectus by which Celgene will issue Celgene common stock and contingent value rights, which we refer to as CVRs, to you in the merger.

**Q: What is the proposed transaction for which I am being asked to vote?**

A: You are being asked to adopt the merger agreement providing for the acquisition of Abraxis by Celgene upon the terms and conditions of the merger agreement described in this proxy statement/prospectus, which is attached as Annex A to this proxy statement/prospectus. This proxy statement/prospectus contains important information about the merger, including the special meeting of the stockholders of Abraxis. You should read it carefully and in its entirety.

**Q: If the merger is completed, what will I receive for my shares of Abraxis common stock?**

A: Upon completion of the merger, each share of Abraxis common stock that is issued and outstanding (other than those for which appraisal rights are validly perfected or owned by Celgene or merger sub or any wholly-owned subsidiary of Celgene or Abraxis) will be cancelled and converted into the right to receive (1) \$58.00 in cash,

without interest, (2) 0.2617 of a share of Celgene common stock and (3) one CVR. We refer to the consideration payable in the merger described in clauses (1), (2) and (3) together as the merger consideration. See The Merger Agreement Merger Consideration and The Merger Agreement Treatment of Abraxis Stock Options and Other Equity Awards.

**Q: How did you determine the merger consideration to be paid to holders of Abraxis common stock?**

A: The merger consideration was determined as a result of arm's length negotiations between the management of Abraxis and its board of directors, on the one hand, and the management of Celgene and its board of directors, on the other hand.

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**Q: What will happen to Abraxis as a result of the merger?**

A: The acquisition of Abraxis by Celgene will be accomplished through a merger of merger sub, with and into Abraxis, with Abraxis surviving the merger as a subsidiary of Celgene. As a result of the merger, Abraxis common stock will be cancelled and delisted from The NASDAQ Global Select Market and will no longer be publicly traded.

**Q: Why did the Abraxis board of directors approve the merger agreement and the transactions contemplated by the merger agreement, including the merger?**

A: To review the Abraxis board of directors' reasons for recommending and approving the merger agreement and the transactions contemplated by the merger agreement, including the merger, see "The Merger" Reasons for the Merger" Abraxis' Reasons for the Merger.

**Q: How does the Abraxis board of directors recommend that I vote?**

A: After careful consideration, the Abraxis board of directors unanimously recommends that you vote your shares **FOR** the adoption of the merger agreement.

**Q: Is the approval of stockholders necessary to adopt the merger agreement?**

A: Adoption of the merger agreement requires approval of the holders of a majority of the outstanding shares of Abraxis common stock, voting together as a single class. On June 30, 2010, the principal stockholders, who together owned at that date approximately 82.1% of the outstanding shares of Abraxis common stock and approximately 82.1% of the outstanding shares of Abraxis common stock as of September 10, 2010, the record date established for the special meeting, entered into a voting agreement with Celgene and merger sub, under which they agreed, subject to the terms thereof, to vote all of their shares of Abraxis common stock in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement and against, among other things, any business combination or extraordinary corporate transaction involving Abraxis or any of its subsidiaries, other than the merger or any business combination or transaction with Celgene or any of its affiliates. Each of the principal stockholders also granted an irrevocable proxy to Celgene to vote or execute consents with respect to such principal stockholder's shares of Abraxis common stock in accordance with the preceding sentence. The voting agreement will terminate upon the earliest to occur of: (1) the completion of the merger, (2) any material amendment to the merger agreement that is adverse to the principal stockholders that has not been approved by them and (3) the termination of the merger agreement in accordance with its terms. A copy of the voting agreement is attached to this proxy statement/prospectus as Annex C. The principal stockholders' vote will be sufficient under Delaware law to adopt the merger agreement. See "Voting Agreement."

**Q: When and where will the special meeting be held?**

A: The special meeting is scheduled to be held at 10:00 a.m. local time, on October 13, 2010, at the Fairmont Miramar, 101 Wilshire Boulevard, Santa Monica, California.

**Q: Who is entitled to vote at the special meeting?**

A: The Abraxis board of directors has fixed September 10, 2010 as the record date for the special meeting. If you were an Abraxis stockholder as of the close of business on the record date, you are entitled to vote your Abraxis shares at the special meeting.

**Q: How many votes do I have?**

A: You are entitled to one vote at the special meeting for each share of Abraxis common stock that you owned as of the record date. As of the close of business on the record date, there were [ ] outstanding shares of Abraxis common stock. As of that date, the principal stockholders owned approximately 82.1% of the outstanding shares of Abraxis common stock.

**Q: What constitutes a quorum?**

A: Stockholders who hold at least a majority of the outstanding shares of Abraxis common stock as of the close of business on the record date must be present, either in person or represented by proxy, in order to constitute a quorum to conduct business at the special meeting.

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**Q: What is the difference between holding shares as a stockholder of record or in street name ?**

A: If your shares are registered directly in your name with Abraxis transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, this proxy statement/prospectus and the enclosed proxy card have been sent directly to you by Abraxis.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. This proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner of shares held in street name, you have the right to direct your broker, bank or other nominee how to vote your shares by using the voting instruction card provided by your broker, bank or other nominee with this proxy statement/prospectus. If you do not provide instructions on how to vote your shares to your broker, bank or other nominee, your shares will not be voted at the special meeting. This will have the same effect as a vote AGAINST the merger agreement.

**Q: How do I vote my shares at the special meeting?**

A: If you are entitled to vote at the special meeting and you hold your shares in your own name, you can submit a proxy or vote in person by completing a ballot at the special meeting. However, in order to ensure your vote is counted if you are not able to attend the special meeting, Abraxis encourages you to submit a proxy before the special meeting, even if you plan to attend the special meeting. If you are a stockholder of record, you may submit a proxy for your shares by completing, signing and dating the enclosed proxy card and mailing it in the pre-paid envelope included with these proxy materials. If your shares are held by a broker, bank or other nominee, you may direct your broker, bank or other nominee to submit a proxy card by following the instructions that the broker, bank or other nominee provides to you with these materials.

**Q: If my shares are held in street name by my broker, will my broker automatically vote my shares for me?**

A: No. If your shares are held in an account at a broker, bank or other nominee, you must instruct the broker, bank or other nominee on how to vote your shares by following the instructions that the broker, bank or other nominee provides to you with these materials.

Brokers do not have discretionary authority to vote on the proposal to adopt the merger agreement. The broker may still register your shares as being present at the special meeting for purposes of determining a quorum but without your specific authorization, your shares will not be voted in favor of the adoption of the merger agreement or on any other matters over which brokers lack discretionary authority. This is called a broker non-vote. A broker non-vote will have the same effect as a vote AGAINST the adoption of the merger agreement.

If you hold shares through a broker, bank or other nominee and wish to vote your shares in person at the special meeting, you must obtain a proxy from your broker, bank or other nominee and present it to the inspector of elections with your ballot when you vote at the special meeting.

**Q: How will my proxy be voted?**

A: If you vote by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a stockholder of record and you sign, date and return your proxy card but do not indicate how you want to vote or do not indicate that you wish to abstain, your



shares will be voted in favor of the adoption of the merger agreement.

**Q: As an Abraxis stockholder, what risks should I consider in deciding whether to vote in favor of the merger?**

A: You should carefully review the section of this proxy statement/prospectus entitled Risk Factors, which sets forth and incorporates by reference certain risks and uncertainties related to the merger and the CVRs, certain risks and uncertainties to which Celgene will be subject following the completion of the merger, and certain risks and uncertainties to which each of Abraxis and Celgene, as an independent company, is subject.

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**Q: Can I attend the special meeting?**

A: All Abraxis stockholders as of the close of business on the record date may attend the special meeting by showing photo identification and signing in at the special meeting. If you are a stockholder of record (i.e., your shares are held in your name), you must list your name exactly as it appears on your stock ownership records from American Stock Transfer & Trust Company. If you hold shares through a broker, bank or other nominee, you must also provide a copy of your latest bank or broker statement showing your ownership as of the close of business on the record date.

**Q: Can I change my vote after I have submitted a proxy or voting instruction card?**

A: Yes. If you are a stockholder of record you can change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways:

you can send a signed notice of revocation to the Corporate Secretary of Abraxis;

you can submit a revised proxy bearing a later date; or

you can attend the special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy no later than the beginning of the special meeting. If you are a beneficial owner of shares held in street name, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the special meeting if you obtain a proxy from your broker, bank or other nominee and present it to the inspectors of election with your ballot when you vote at the special meeting.

**Q: What are the CVRs?**

A: The CVRs are contingent value rights to be issued in the merger by Celgene. Each CVR represents the right to receive a pro rata portion of certain cash payments required to be paid by Celgene. Celgene is obligated to make these cash payments:

if certain U.S. regulatory milestones with respect to Abraxan<sup>®</sup> are achieved; and/or

if aggregate annual net sales of Abraxan<sup>®</sup> and those pipeline products described in the definition of Products contained in the CVR agreement, which we refer to as the Abraxis pipeline products, exceed \$1 billion.

See Description of the CVRs.

**Q: Will the merger consideration I receive in the merger increase if the results of operations of Abraxis improve or if the market price of Abraxis common stock increases?**

A: No. The merger consideration payable for each share of Abraxis common stock at closing is fixed at (1) \$58.00 in cash, without interest, (2) 0.2617 of a share of common stock of Celgene and (3) one CVR, and the payment received at closing will not change regardless of the results of operations of Abraxis or the price of publicly traded common stock of Abraxis.

**Q: What happens if the merger is not completed?**

A: If the merger agreement is not adopted by Abraxis stockholders or if the merger is not completed for any other reason, you will not receive any payment for your shares of Abraxis common stock in connection with the merger. Instead, Abraxis will remain an independent public company and its common stock will continue to be listed and traded on The NASDAQ Global Select Market. If the merger agreement is terminated under specified circumstances, Abraxis may be required to pay Celgene a fee of \$145 million. See The Merger Agreement Termination Fees and Expenses.

**Q: When is the merger expected to be completed?**

A: Abraxis and Celgene are working hard to complete the merger as quickly as practicable. A number of conditions must be satisfied before we can complete the merger, including the approval of the adoption of the merger

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agreement by Abraxis stockholders. We anticipate that the merger will close within two business days following the date of the special meeting, if all conditions to the merger (as described under Merger Agreement Conditions to the Merger ) are fulfilled or waived on or before the closing date. However, we cannot guarantee the exact timing of the completion of the merger or that the merger will be completed. See Merger Agreement Conditions to the Merger.

**Q: Am I entitled to appraisal rights?**

A: Yes. Stockholders who do not vote FOR the adoption of the merger agreement and who hold their shares through the completion of the merger will be entitled to seek appraisal rights under Delaware law in connection with the merger so long as they take all the steps required to perfect their rights under Delaware law. See Rights of Stockholders to Seek Appraisal.

**Q: What are the material U.S. federal income tax consequences to the Abraxis stockholders of the merger?**

A: The receipt by a U.S. holder of cash, Celgene common stock and CVRs in exchange for shares of Abraxis common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes (and may also be a taxable transaction under applicable state, local and foreign income or other tax laws). For U.S. federal income tax purposes, a U.S. holder of Abraxis common stock generally will recognize capital gain or loss at the time of the merger equal to the difference, if any, between

the sum of (1) the amount of cash (including any cash received in lieu of fractional shares of Celgene common stock), (2) the fair market value of the Celgene common stock and (3) the fair market value of the CVRs received by the U.S. holder in exchange for such Abraxis common stock; and

the U.S. holder's adjusted tax basis in such Abraxis common stock.

Pursuant to the merger agreement and the CVR agreement, the parties to the merger agreement and the CVR agreement have agreed or will agree, as applicable, to treat and report any CVR payments (except to the extent of any imputed interest) for all tax purposes as additional consideration for the sale of Abraxis common stock in the merger, except as required by applicable law. Because individual circumstances may differ, we strongly recommend that you consult your own tax advisors to determine the specific tax consequences to you of the merger. See Certain Material U.S. Federal Income Tax Consequences.

**Q: Should I send my Abraxis common stock certificates now?**

A: No. After the completion of the merger, you will be sent a letter of transmittal and detailed instructions for exchanging your Abraxis common stock certificates for the merger consideration.

**Q: Where can I find more information about Abraxis and Celgene?**

A: Abraxis and Celgene file periodic reports and other information with the SEC. You may read and copy this information at the SEC's public reference facilities. Please call the SEC at 1-800-SEC-0330 for information about these facilities. This information is also available on the website maintained by the SEC, at [www.sec.gov](http://www.sec.gov), and on the appropriate company's website, at [www.abraxisbio.com](http://www.abraxisbio.com) or [www.celgene.com](http://www.celgene.com). For a more detailed description of the information available, please see Where You Can Find More Information.

**Q: Who can help answer my questions?**

A: If you have additional questions about the merger after reading this proxy statement/prospectus, or require assistance or need additional copies of this proxy statement/prospectus, please contact:

Abraxis BioScience, Inc.  
Attention: Investor Relations  
11755 Wilshire Boulevard, Suite 2000  
Los Angeles, California 90025  
Telephone Number: (310) 883-1300

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**SUMMARY**

*The following summary highlights only selected information, and is qualified in its entirety by other information contained elsewhere in this proxy statement/prospectus and may not contain all the information that may be important to you. Accordingly, you are encouraged to read this proxy statement/prospectus carefully and in its entirety, including its annexes and the documents incorporated by reference in this proxy statement/prospectus. See [Where You Can Find More Information](#).*

**Parties to the Merger Agreement**

***Celgene Corporation***

*86 Morris Avenue  
Summit, New Jersey 07901  
Telephone: (908) 673-9000*

Celgene Corporation, a corporation organized under the laws of Delaware, which we refer to as Celgene, is a global integrated biopharmaceutical company primarily engaged in the discovery, development and commercialization of innovative therapies designed to treat cancer and immune-inflammatory related diseases. Celgene is dedicated to innovative research and development which is designed to bring new therapies to market. Celgene is also involved in research in several scientific areas that may deliver proprietary next-generation therapies, targeting areas such as intracellular signaling pathways in cancer and immune cells, immunomodulation in cancer and autoimmunity and placental cell, including stem and progenitor cell, research. The drug and cell therapies Celgene develops are designed to treat life-threatening diseases or chronic debilitating conditions.

Celgene common stock is listed on The NASDAQ Global Select Market under the symbol **CELG**.

Additional information about Celgene is included in the documents incorporated by reference into this proxy statement/prospectus. See [Where You Can Find More Information](#).

***Abraxis BioScience, Inc.***

*11755 Wilshire Boulevard, Suite 2000  
Los Angeles, California 90025  
Telephone: (310) 883-1300*

Abraxis BioScience, Inc., a corporation organized under the laws of Delaware, which we refer to as Abraxis, is a fully integrated global biotechnology company dedicated to the discovery, development and delivery of next-generation therapeutics and core technologies that offer patients safer and more effective treatments for cancer and other critical illnesses. Abraxis' product portfolio includes the chemotherapeutic compound Abraxane<sup>®</sup>, which is based on Abraxis proprietary tumor targeting technology known as the nab<sup>®</sup> platform. The first product approved by the U.S. Food and Drug Administration, which we refer to as the FDA, to use this nab<sup>®</sup> platform, Abraxane<sup>®</sup>, was launched in 2005 for the treatment of metastatic breast cancer and is now approved in 41 countries. Abraxis continues to expand the nab<sup>®</sup> platform through a robust clinical program and deep product pipeline.

Abraxis common stock is listed on The NASDAQ Global Select Market under the symbol **ABII**.

Additional information about Abraxis is included in the documents incorporated by reference into this proxy statement/prospectus. See [Where You Can Find More Information](#).

***Artistry Acquisition Corp.***

*86 Morris Avenue  
Summit, New Jersey 07901  
Telephone: (908) 673-9000*

Artistry Acquisition Corp., a corporation organized under the laws of Delaware, which we refer to as merger sub, was formed solely for the purpose of facilitating the merger. Merger sub has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the

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transactions contemplated by the merger agreement. By operation of the merger, merger sub will be merged with and into Abraxis, merger sub's separate existence will cease and Abraxis will become a direct or indirect wholly-owned subsidiary of Celgene.

### **The Merger**

Under the merger agreement, merger sub will merge with and into Abraxis, and Abraxis will be the surviving corporation in the merger. As a result of the merger, Abraxis will become a direct or indirect wholly-owned subsidiary of Celgene. Common stock of Celgene will continue to be listed on the NASDAQ Global Select Market under the symbol CELG. We anticipate that the merger will close within two business days following the date of the special meeting, if all conditions to the merger (as described under Merger Agreement Conditions to the Merger ) are fulfilled or waived on or before the closing date. However, we cannot guarantee the exact timing of the completion of the merger or that the merger will be completed. See Merger Agreement Conditions to the Merger.

### **Merger Consideration**

Upon completion of the merger, each share of Abraxis common stock outstanding immediately prior to the completion of the merger, other than those held by stockholders who properly demand and perfect appraisal rights, shares held in the treasury of Abraxis or those owned by Celgene or merger sub or any direct or indirect wholly-owned subsidiary of Celgene or Abraxis, will be cancelled and converted into the right to receive (1) \$58.00 in cash, without interest, (2) 0.2617 of a share of common stock of Celgene and (3) one CVR.

### **The CVRs**

The CVRs will be issued under the CVR agreement to be entered into by Celgene and a trustee mutually acceptable to Celgene and Abraxis prior to the completion of the merger. A copy of the form of CVR agreement is attached as Annex B to this proxy statement/prospectus.

If required by law, Celgene will use its reasonable best efforts to cause the CVR agreement to be qualified under the Trust Indenture Act of 1939, as amended, which we refer to as the Trust Indenture Act. The terms of the CVRs include those stated in the CVR agreement and those made part of the CVR agreement by reference to the applicable provisions of Trust Indenture Act.

Each holder of a CVR is entitled to receive a pro rata portion, based on the number of CVRs then outstanding, of each of the following cash payments that Celgene is obligated to pay:

*Milestone Payment #1.* Celgene agreed to pay \$250 million upon FDA approval of Abraxane<sup>®</sup> for use in the treatment of non-small cell lung cancer, which approval permits Celgene to market Abraxane<sup>®</sup> under a label that includes a progression free survival claim, but only if the foregoing milestone is achieved no later than the fifth anniversary of the merger.

*Milestone Payment #2.* Celgene agreed to pay \$400 million (if achieved no later than April 1, 2013) or \$300 million (if achieved after April 1, 2013 and before the fifth anniversary of the merger) upon FDA approval of Abraxane<sup>®</sup> for use in the treatment of pancreatic cancer, which approval permits Celgene to market Abraxane<sup>®</sup> under a label that includes an overall survival claim.

*Net Sales Payments.* For each full one-year period ending December 31st during the term of the CVR agreement, which we refer to as a net sales measuring period (with the first net sales measuring period beginning January 1, 2011 and ending December 31, 2011), Celgene agreed to pay:



2.5% of the net sales of Abraxane<sup>®</sup> and the Abraxis pipeline products that exceed \$1 billion but are less than or equal to \$2 billion for such period, plus

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an additional amount equal to 5% of the net sales of Abraxane® and the Abraxis pipeline products that exceed \$2 billion but are less than or equal to \$3 billion for such period, plus

an additional amount equal to 10% of the net sales of Abraxane® and the Abraxis pipeline products that exceed \$3 billion for such period.

For a description of Abraxane® and the Abraxis pipeline products, see Description of the CVRs CVR Agreement Selected Definitions Related to the CVR Agreement.

No payments will be due under the CVR agreement with respect to net sales of Abraxane® and the Abraxis pipeline products achieved after December 31, 2025, which we refer to as the net sales payment termination date, unless net sales for the net sales measuring period ending on December 31, 2025 are equal to or greater than \$1 billion, in which case the net sales payment termination date will be extended until the last day of the net sales measuring period subsequent to December 31, 2025 during which net sales of Abraxane® and the Abraxis pipeline products are less than \$1 billion or, if earlier, December 31, 2030.

Celgene has agreed to use diligent efforts to achieve each of the milestones above through the fifth year anniversary of the CVR agreement and to obtain regulatory approval for the commercial manufacture, marketing and sale of Abraxane® for the treatment of melanoma, ovarian cancer, bladder cancer and first-line metastatic breast cancer until the earlier of the net sales payment termination date or such time that the data generated in an appropriate clinical trial does not support further development of Abraxane® for the applicable indication. Celgene has also agreed to use diligent efforts, until the net sales payment termination date, to sell Abraxane® or any of the Abraxis pipeline products for which Celgene has obtained regulatory approval for the commercial manufacture, marketing and sale thereof. For purposes of the CVR agreement, the term diligent efforts is defined as, with respect to any product, efforts of a person to carry out its obligations in a diligent manner using such effort and employing such resources normally used by such person in the exercise of its reasonable business discretion relating to the research, development or commercialization of a product, that is of similar market potential at a similar stage in its development or product life, taking into account issues of market exclusivity (including patent coverage, regulatory and other exclusivity), safety and efficacy, product profile, the competitiveness of alternate products in the marketplace or under development, the launch or sales of a generic or biosimilar product, the regulatory structure involved, and the profitability of the applicable product (including pricing and reimbursement status achieved), and other relevant factors, including technical, commercial, legal, scientific, and/or medical factors.

Celgene may, at any time on and after the date that 50% of the CVRs issued pursuant to the terms of the merger agreement either are no longer outstanding, and/or repurchased, acquired, redeemed or retired by Celgene, redeem all, but not less than all, of the outstanding CVRs at a cash redemption price equal to the average price per CVR paid for all CVRs by Celgene in prior transactions.

The CVRs are unsecured obligations of Celgene, subordinated to an unlimited amount of Celgene's senior obligations.

There are numerous risks associated with the CVRs, including whether Celgene will achieve the milestones and generate sufficient net sales to require any payment under the CVR agreement, and there is no assurance that the milestones will be achieved or the net sales thresholds will be met or exceeded. The CVRs are freely transferable (subject to restrictions under applicable securities laws) and are being registered with the SEC in connection with the merger pursuant to the registration statement, of which this proxy statement/prospectus forms a part. Celgene has agreed to use its reasonable best efforts to cause the CVRs to be approved for listing on The NASDAQ Global Select Market and to maintain such listing for as long as CVRs remain outstanding. See Risk Factors and Description of the CVRs .

**Opinions of Financial Advisors to Abraxis**

*Merrill Lynch, Pierce, Fenner & Smith Incorporated*

On June 29, 2010, at a meeting of the Abraxis board of directors held to evaluate the merger, Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as BofA Merrill Lynch, rendered to the Abraxis board of directors an oral opinion, which was confirmed by delivery of a written opinion dated June 30, 2010, to the effect

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that, as of the date of the opinion, and based upon and subject to the factors, assumptions and limitations set forth therein, the merger consideration to be received in the merger by holders of Abraxis common stock (other than Dr. Soon-Shiong and his affiliates) was fair, from a financial point of view, to such holders.

The full text of the written opinion of BofA Merrill Lynch to the Abraxis board of directors, dated June 30, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex E to this proxy statement/prospectus. BofA Merrill Lynch provided its opinion to the Abraxis board of directors for the benefit and use of the Abraxis board of directors in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. BofA Merrill Lynch's opinion does not address any other aspect of the merger and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the merger or any related matter.

***Goldman, Sachs & Co.***

On June 29, 2010, at a meeting of Abraxis board of directors held to evaluate the merger, Goldman, Sachs & Co., which we refer to as Goldman Sachs, rendered to the board of directors of Abraxis an oral opinion, which was confirmed by delivery of a written opinion dated June 30, 2010, to the effect that, as of the date of the opinion, and based upon and subject to the factors, assumptions and limitations set forth therein, the merger consideration to be paid to the holders of shares of Abraxis common stock pursuant to the merger agreement was fair from a financial point of view to such holders.

The full text of the written opinion of Goldman Sachs, dated June 30, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex F to this proxy statement/prospectus. Goldman Sachs provided its opinion for the information and assistance of the Abraxis board of directors in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of Abraxis common stock should vote with respect to the merger or any other matter.

***Lazard Frères & Co. LLC***

Lazard Frères & Co. LLC, which we refer to as Lazard, rendered its oral opinion to the Abraxis board of directors that, as of June 29, 2010, and based upon and subject to the factors, assumptions and limitations set forth therein, the merger consideration to be paid to holders of Abraxis common stock (other than Dr. Soon-Shiong, any of his affiliates, Celgene and merger sub) in the merger was fair from a financial point of view to such holders. Lazard subsequently confirmed its earlier opinion by delivery of a written opinion dated June 30, 2010.

The full text of the written opinion of Lazard, dated June 30, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex G to this proxy statement/prospectus. Lazard provided its opinion for the benefit of the Abraxis board of directors in connection with its evaluation of the merger. The Lazard opinion is not a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger or any matter relating thereto.

**Interests of Directors and Executive Officers of Abraxis in the Merger**

When reading this proxy statement/prospectus, you should be aware that the executive officers and directors of Abraxis may have interests in the merger that may be different from, or in addition to, the interests of other Abraxis stockholders generally. A description of these interests is set forth below.

Each executive officer and director of Abraxis holds options to purchase common stock and/or restricted stock units, which we refer to as RSUs, of Abraxis, which, whether or not vested, will immediately vest and be cancelled upon the completion of the merger in exchange for a cash payment and a CVR as more fully described below. See The Merger Agreement Treatment of Abraxis Stock Options and Other Equity Awards. Assuming the merger was completed on June 30, 2010, and based upon certain assumptions, the total amount that the executive officers and directors of Abraxis would have received in respect of their vested and unvested equity awards would have been approximately \$38.5 million and 444,331 CVRs.

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Under a retention agreement entered into by Abraxis with Bruce Wendel, Vice Chairman and Chief Executive Officer, in the event of a termination by Abraxis without cause or by Mr. Wendel for good reason within eighteen months after the completion of the merger, Mr. Wendel will be entitled to receive:

severance pay equal to two times the sum of his then-current base salary plus the amount of his most recently established target bonus;

reimbursement of COBRA premiums for up to eighteen months; and

life insurance coverage for two years.

Under an offer letter entered into between Abraxis and Mitchell Fogelman, Senior Vice President of Finance and Principal Financial Officer, Mr. Fogelman will be entitled to receive severance pay equal to six months of his current base salary if he is terminated without cause prior to October 19, 2010, regardless of whether or not the merger occurs.

Assuming the merger was completed on June 30, 2010 and Messrs. Wendel's and Fogelman's employment with Abraxis was terminated immediately after completion of the merger without cause or for good reason, the total aggregate value of these payments to, and benefits for, these two executive officers would have been approximately \$2.0 million.

In addition, under agreements with Abraxis, each of Dr. Soon-Shiong and Mr. Wendel is entitled to a gross-up payment, if necessary, so that the net amount of his total payments contingent on the merger received on an after-tax basis would equal the amount he would have received in the absence of the imposition of golden parachute excise taxes imposed by the Internal Revenue Code of 1986, as amended, which we refer to as the Code. Based upon the assumptions described herein, the total maximum estimated amount that would be due in respect of such a gross-up payment to these executive officers would be approximately \$17.9 million.

The Abraxis board of directors was aware of these interests and considered them, among other factors, in unanimously determining that the transactions contemplated by the merger agreement, including the merger, are advisable and fair to, and in the best interest of, Abraxis and its stockholders, adopting the merger agreement and declaring advisable the merger.

## **Treatment of Abraxis Stock Options and Other Equity Awards**

### ***Stock Options***

At least five business days prior to the completion of the merger, each holder of an outstanding option to purchase Abraxis common stock that was granted under any stock option or equity incentive plan of Abraxis, which we refer to as a stock option, and that has an exercise price greater than the per share amount (which we define below) will, whether such stock option is vested or unvested, be provided with written notice that such holder has the right, until the business day preceding the completion of the merger, which we refer to as the exercise period, to exercise such stock option by paying Abraxis a cash amount equal to:

the exercise price of the stock option, less

the per share amount.

Each such stock option that is exercised during the exercise period will be settled in exchange for one CVR. Any such stock option that is not exercised during the exercise period will be cancelled upon the completion of the merger for

no consideration.

Each stock option that remains outstanding immediately prior to the completion of the merger and that has an exercise price that is equal to or less than the per share amount will be cancelled in exchange for the right to receive:

an amount in cash, without interest, equal to the excess, if any, of the per share amount over the exercise price of such stock option, and

one CVR.

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The per share amount means the sum of \$58.00 and the amount obtained by multiplying (1) the exchange ratio of 0.2617 by (2) an amount equal to the average of the closing sale prices for Celgene common stock on The NASDAQ Global Select Market, as reported in The Wall Street Journal, for each of the ten consecutive trading days ending with the seventh complete trading day prior to the completion of the merger, with such amount rounded up to the nearest cent.

***Stock Appreciation Rights***

At least five business days prior to the completion of the merger, each holder of an outstanding stock appreciation right that was granted under any stock option or equity incentive plan of Abraxis, which we refer to as a SAR, and that has a base appreciation amount greater than the per share amount will, whether such SAR is vested or unvested, be provided with written notice that such holder has the right to exercise such SAR during the exercise period by paying to Abraxis a cash amount equal to:

the base appreciation amount of the SAR, less

the per share amount.

Each such SAR that is exercised during the exercise period will be settled in exchange for one CVR. Any SAR that is not exercised during the exercise period will be cancelled upon the completion of the merger for no consideration.

Each SAR that remains outstanding immediately prior to the completion of the merger and that has a base appreciation amount equal to or less than the per share amount will be cancelled upon the completion of the merger in exchange for the right to receive:

an amount in cash, without interest, equal to the excess, if any, of the per share amount over the base appreciation amount of such SAR, and

one CVR.

***RSUs***

Each RSU granted by Abraxis under any stock option or equity incentive plan of Abraxis and which is outstanding immediately prior to the completion of the merger will vest upon the completion of the merger and will be canceled and converted into the right to receive:

cash, without interest, equal to the per share amount, and

one CVR.

**Ownership of Celgene After the Merger**

Based on the number of shares of Abraxis common stock outstanding as of [ ], 2010, Celgene expects to issue approximately [ ] million shares of its common stock to Abraxis stockholders pursuant to the merger. The actual number of shares of Celgene common stock to be issued pursuant to the merger will be determined at the completion of the merger based on the conversion ratio and the number of shares of Abraxis common stock outstanding at such time. Immediately after completion of the merger, it is expected that former Abraxis stockholders will own approximately [ ]% of the [ ] then outstanding shares of Celgene common stock, based on the number of shares of



Abraxis and Celgene common stock outstanding, on a fully diluted basis, as of [ ], 2010.

**Key Terms of the Merger Agreement**

*Conditions to the Merger*

Before the merger can be completed, a number of conditions must be satisfied or waived (to the extent permitted under applicable law and the terms of the merger agreement). For a complete listing of, and additional information on the conditions to the merger, see The Merger Agreement Conditions to the Merger.

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***Restrictions on Solicitation of Third Party Acquisition Proposals***

In the merger agreement Abraxis agreed that neither Abraxis nor its subsidiaries will, and agreed to use its reasonably best efforts to cause its representatives not to: (1) solicit, initiate, or knowingly encourage the making, submission or announcement of any third party proposal which would reasonably be expected to lead to a transaction involving the acquisition of 15% or more of the assets, revenues or voting securities of Abraxis, which we refer to as an acquisition proposal, (2) enter into, participate, continue or otherwise engage in discussions or negotiations with, or provide any non-public information to any third party with respect to any inquiries regarding, or the making, submission or announcement of, an acquisition proposal, (3) enter into or approve any letter of intent, agreement in principle, option agreement, share purchase agreement, acquisition agreement or similar agreement for an acquisition proposal, or (4) subject to certain exceptions, terminate, waive, amend or modify any provision of, or grant permission under, any standstill, confidentiality agreement or similar contract to which Abraxis or any of its subsidiaries is a party (we refer to the restrictions described in clauses (1) through (4) together as the no-shop restrictions).

However, before the special meeting, Abraxis may, and may permit its representatives to, subject to the terms and conditions set forth in the merger agreement, provide information to and engage in discussions with a third party that makes an acquisition proposal that was not initiated or solicited in violation of the no-shop restrictions, and that the Abraxis board of directors determines constitutes or is reasonably likely to lead to a superior proposal (as defined in the merger agreement). The merger agreement also permits Abraxis to terminate the merger agreement to enter into a definitive agreement for a superior proposal with a third party if, among other things, Abraxis has complied in all material respects with the no-shop restrictions, has provided Celgene with five business days to modify the merger agreement in a manner that would cause the superior proposal to no longer be superior and simultaneously with such termination pays to Celgene a termination fee of \$145 million.

***Termination of the Merger Agreement***

The merger agreement specifies limited circumstances under which the merger agreement may be terminated by the parties as well as termination fees to be paid by Abraxis in such event. Either Abraxis or Celgene may terminate the merger agreement if the merger has not been completed by the termination date of March 31, 2011 (however, the right to terminate the merger agreement is not available to any party whose failure to fulfill any obligation is the cause of, or results in, the failure of the closing to occur on or before the termination date).

Abraxis and Celgene may terminate the merger agreement by mutual written consent at any time before the completion of the merger (whether before or after Abraxis stockholders have adopted the merger agreement). In addition, either Abraxis or Celgene may terminate the merger agreement if:

any permanent injunction or other order issued by any governmental entity in the United States, the European Union, Canada or Switzerland is in effect preventing or prohibiting the completion of the merger has become final and non-appealable; or

Abraxis stockholders do not vote to adopt the merger agreement at the special meeting (including any postponement or adjournment of the special meeting).

Celgene may terminate the merger agreement:

if Abraxis breaches or fails to perform any of its representations, warranties, covenants or obligations contained in the merger agreement, which breach or failure to perform results in the conditions described under The Merger Agreement Conditions to the Merger relating to the accuracy of Abraxis representations and warranties or the performance of Abraxis obligations and covenants in the merger agreement not being able to

be satisfied by the termination date;

if Abraxis breaches or fails to perform in any material respect its obligations with respect to the no shop restrictions; or

prior to the special meeting, if (1) the Abraxis board of directors has publicly withdrawn its approval or recommendation of the merger agreement or the merger or has publicly recommended to Abraxis stockholders any acquisition proposal or (2) a tender offer or exchange offer has been commenced that, if

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successful, would result in any person or group becoming the beneficial owner of 15% or more of Abraxis common stock, and the Abraxis board of directors fails to recommend that Abraxis stockholders not tender their shares in connection with such tender or exchange offer within ten days of the commencement.

See The Merger Agreement Termination.

Abraxis may terminate the merger agreement:

if Celgene or merger sub breaches or fails to perform any of its representations, warranties, covenants or obligations contained in the merger agreement, which breach or failure to perform results in the conditions described under The Merger Agreement Conditions to the Merger relating to the accuracy of Celgene s or merger sub s representations and warranties or the performance of Celgene s or merger sub s obligations and covenants in the merger agreement not being able to be satisfied by the termination date; or

prior to the special meeting, in order to concurrently enter into a definitive agreement with respect to any superior proposal with a third party if, among other things Abraxis has complied in all material respects with the no-shop restrictions of the merger agreement and concurrently pays a termination fee of \$145 million to Celgene.

See The Merger Agreement Termination in Connection with a Superior Proposal.

***Termination Fee Payable by Abraxis***

Abraxis has agreed to pay to Celgene a termination fee of \$145 million if the merger agreement is terminated under any of the following circumstances:

Abraxis terminates the merger agreement, prior to the special meeting, in order to concurrently with such termination enter into a definitive agreement with respect to a superior proposal and has complied in all material respects with the no shop restrictions of the merger agreement;

Celgene terminates the merger agreement if Abraxis breaches or fails to perform in any material respect its obligations under the no shop restrictions of the merger agreement, or if prior to the special meeting, (1) the Abraxis board of directors has publicly withdrawn its approval or recommendation of the merger agreement or the merger or has publicly recommended to the stockholders of Abraxis any acquisition proposal, or (2) a tender offer or exchange offer has been commenced that, if successful, would result in any person or group becoming the beneficial owner of 15% or more of the outstanding stock of Abraxis, and the Abraxis board of directors fails to recommend that Abraxis stockholders not tender their shares in connection with such tender or exchange offer within ten business days of the commencement;

(1) Celgene terminates the merger agreement if Abraxis breaches or fails to perform any of its representations, warranties, covenants or obligations contained in the merger agreement, which breach or failure to perform results in the conditions described in The Merger Agreement Conditions to the Merger relating to the accuracy of Abraxis representations and warranties or the performance of Abraxis obligations or covenants not being able to be satisfied by the termination date, (2) prior to the date upon which such breach or failure to perform occurs but after the date of the merger agreement, a bona fide acquisition proposal (for the purposes of this definition of acquisition proposal, the references to 15% will be deemed references to 60% ) for Abraxis has been publicly announced and (3) within 12 months after such termination either Abraxis has entered into a definitive agreement relating to an acquisition proposal or a transaction contemplated by an acquisition proposal for Abraxis has been completed;

(1) Celgene or Abraxis terminates the merger agreement if the requisite stockholder approval is not obtained at the special meeting (including any postponement or adjournment of the special meeting), (2) prior to the date of the special meeting but after the date of the merger agreement, a bona fide acquisition proposal (for the purposes of this definition of acquisition proposal, the references to 15% will be deemed references to 60% ) for Abraxis has been publicly announced and (3) within 12 months after such termination either Abraxis has entered into a definitive agreement relating to an acquisition proposal or a transaction contemplated by an acquisition proposal for Abraxis has been completed; or

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(1) Celgene or Abraxis terminates the merger agreement if the merger has not been completed on or before the termination date of March 31, 2011, (2) prior to such termination, the waiting period (and any extension thereof) applicable to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, which we refer to as the HSR Act, has expired or been terminated, (3) prior to such termination but after the date of the merger agreement, a bona fide acquisition proposal (for the purposes of this definition of acquisition proposal, the references to 15% will be deemed references to 60% ) for Abraxis has been publicly announced and (4) within 12 months after such termination either Abraxis has entered into a definitive agreement relating to an acquisition proposal or a transaction contemplated by an acquisition proposal for Abraxis has been completed.

For additional information on termination fees, see [The Merger Agreement](#) [Termination Fees and Expenses](#).

## **Voting Agreement**

On June 30, 2010, the principal stockholders, who together own approximately 82.1% of the outstanding shares of Abraxis common stock as of September 10, 2010, the record date established for the special meeting, entered into a voting agreement with Celgene and merger sub, under which they agreed to vote all of their shares of Abraxis common stock in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement and against, among other things, any business combination or extraordinary corporate transaction involving Abraxis or any of its subsidiaries, other than the merger or any business combination or transaction with Celgene or any of its affiliates. Each of the principal stockholders also granted an irrevocable proxy to Celgene to vote or execute consents with respect to such principal stockholders' shares of Abraxis common stock in accordance with the preceding sentence. Additionally, the principal stockholders agreed, among other things, not to transfer their shares of Abraxis common stock, subject to certain exceptions, or to solicit any acquisition proposal. The voting agreement will terminate upon the earliest to occur of:

the completion of the merger;

any material amendment to the merger agreement that is adverse to the principal stockholders that has not been approved by them; and

the termination of the merger agreement in accordance with its terms.

A copy of the voting agreement is attached to this proxy statement/prospectus as Annex C. See [Voting Agreement](#).

The principal stockholders' vote will be sufficient under Delaware law to adopt the merger agreement without the approval of any other stockholder of Abraxis.

## **Stockholders' Agreement**

On June 30, 2010, certain of the principal stockholders, including Dr. Soon-Shiong, entered into a stockholders' agreement with Celgene under which they agreed, among other things, not to sell, transfer, pledge or otherwise dispose of any of the shares of Celgene common stock issued to them in the merger, prior to the third anniversary of the merger, subject to certain limited exceptions. In addition to such limited exceptions, after the second anniversary of the merger, these stockholders may, subject to the limitation set forth in the following sentence, sell, transfer, pledge or otherwise dispose of, in the aggregate, a number of shares of Celgene common stock issued to them in the merger equal to 25% of the number of shares of Celgene common stock issued to these stockholders in the merger. Prior to the fourth anniversary of the merger, these stockholders may not, during any calendar month, sell, in the aggregate, pursuant to open market transactions, shares of Celgene common stock issued to them in the merger

representing more than 30% of the number of shares of Celgene common stock issued to these stockholders in the merger. See The Merger Interests of Abraxis Directors and Officers in the Merger Stockholders Agreement.

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### **Non-Competition, Non-Solicitation and Confidentiality Agreement**

On June 30, 2010, Dr. Soon-Shiong entered into a non-competition, non-solicitation and confidentiality agreement with Celgene, which we refer to as the non-competition agreement, pursuant to which Dr. Soon-Shiong will be generally prohibited for ten years after completion of the merger from, without the prior written consent of Celgene, owning, managing, financing, investing in, controlling, engaging in, operating or conducting, lending his name to, lending credit to, rendering services or advising, devoting material endeavor or effort to, or assisting any person or entity to conduct, the business of researching, developing, licensing, manufacturing, selling, offering for sale, importing, using, marketing, distributing, practicing, or otherwise exploiting Abraxane® or any other pharmaceutical or diagnostic product developed or manufactured using the albumin-bound (nab®) technology (as defined in the non-competition agreement), which we refer to as the business, in the United States and all other countries in which Abraxis was engaged in the business at the completion of the merger. Additionally, Dr. Soon-Shiong will be generally prohibited for ten years after completion of the merger from, without the prior written consent of Celgene:

- (i) soliciting, knowingly encouraging or inducing any customer, supplier or licensee with whom Abraxis or its subsidiaries were engaged in a contractual relationship, or substantive discussions or proposal negotiations, in each case as of the completion of the merger, with respect to the business to cease doing business with Abraxis, Celgene or any of their subsidiaries with respect to the business in the United States and all other countries in which Abraxis or its subsidiaries were engaged in the business at the completion of the merger; or
- (ii) otherwise knowingly interfering with Abraxis, Celgene or their respective subsidiaries' relationship with any customer, supplier or licensee of the business,

soliciting, encouraging or inducing any employee, consultant or independent contractor that was engaged by Abraxis or its subsidiaries as of the completion of the merger to terminate or breach an employment, contractual or other relationship with Abraxis, Celgene or their respective subsidiaries, and

making any public statements that directly or indirectly disparage Abraxis, Celgene or any of their respective affiliates,

in each case subject to certain exceptions. Dr. Soon-Shiong has also agreed not to use or disclose, except as required by law or as directed by Abraxis or Celgene, confidential information that is owned or held by Abraxis as of the completion of the merger. The non-competition agreement will become effective as of the completion of the merger and will have no force or effect if the merger agreement is terminated prior to the completion of the merger or if the merger is otherwise not completed.

A copy of the non-competition agreement is attached as Annex D to this proxy statement/prospectus. See "The Merger Interests of Abraxis Directors and Officers in the Merger - Non-Competition, Non-Solicitation and Confidentiality Agreement."

### **The Special Meeting**

The stockholders of Abraxis will hold a special meeting at the Fairmont Miramar, 1010 Wilshire Boulevard, Santa Monica, California, on October 13, 2010, at 10:00 a.m. local time, unless the special meeting is adjourned or postponed. At the special meeting, Abraxis stockholders will be asked to consider and act on a proposal to adopt the merger agreement. Only stockholders listed on Abraxis' records at the close of business on September 10, 2010, the record date for the special meeting, are entitled to vote at the special meeting or any adjournments or postponements of the special meeting. As of the close of business on the record date, there were [ ] shares of Abraxis common stock outstanding and entitled to vote at the special meeting. See "Information about the Special Meeting" for more information on how to cast your vote at the special meeting.



Provided a quorum of stockholders is present in person or by proxy at the special meeting, in order to adopt the merger agreement, holders of a majority of the outstanding shares of Abraxis common stock must cast a vote in favor of the proposal to adopt the merger agreement. Abstentions and broker non-votes will have the effect of a vote AGAINST the proposal to adopt the merger agreement.

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As of the record date, directors and executive officers of Abraxis had the right to vote [ ] shares of Abraxis common stock, entitling them to collectively cast approximately [ ]% of the votes entitled to be cast at the special meeting. This includes [ ] shares of Abraxis common stock that the principal stockholders had the right to vote. As noted above, the principal stockholders have agreed collectively to vote their shares of Abraxis common stock in favor of the adoption of the merger agreement.

Except as described above as to shares held by the principal stockholders, none of Abraxis' directors or officers has entered into any agreement requiring them to vote for or against the proposal to adopt the merger agreement.

No vote of the stockholders of Celgene is required to adopt the merger agreement or to effect the transactions contemplated by the merger agreement.

## **Regulatory Approvals**

Under the provisions of the HSR Act, the merger may not be completed until notification and report forms have been filed with the U.S. Federal Trade Commission, which we refer to as the FTC, and the Antitrust Division of the U.S. Department of Justice, which we refer to as the Antitrust Division, and until the expiration of a 30 calendar day waiting period, or the early termination of that waiting period, following the parties' filing of their respective notification and report forms. If the FTC or the Antitrust Division issues a Request for Additional Information and Documentary Material prior to the expiration of the waiting period, the parties must observe a second 30 calendar day waiting period, which would begin to run only after both parties have substantially complied with the request for information, unless the waiting period is terminated earlier or extended with the consent of the parties. On July 14, 2010, Abraxis and Celgene filed their respective notification and report forms under the HSR Act with the FTC and the Antitrust Division. Celgene received confirmation of early termination of the initial waiting period under the HSR Act effective as of August 3, 2010.

Subject to the terms and conditions of the merger agreement, Abraxis and Celgene have agreed to use their reasonable best efforts to obtain all regulatory clearances necessary to complete, in the most expeditious manner practicable, the merger; however, Celgene is not required to sell, divest or otherwise dispose of, hold separate, enter into any license or similar agreement with respect to, restrict the ownership or operation of, or agree to sell, divest or otherwise dispose of, hold separate, enter into any license or similar agreement with respect to, or restrict the ownership or operation of:

(A) any assets or businesses of Abraxis or any of its subsidiaries or (B) any assets or businesses of Celgene or any of its affiliates or subsidiaries, in the case of either clause (A) or (B), to the extent that the sale, divestiture, disposition, or agreement would have a material adverse effect on the business, operations, financial condition or results of operations of the combined business of Abraxis and Celgene after giving effect to the completion of merger; or

Abraxane<sup>®</sup> to the extent such sale, divestiture, disposition, agreement or restriction would have a material adverse effect on the ability of Abraxis to market Abraxane<sup>®</sup> in the United States, the European Union, Canada and Switzerland.

In addition, Abraxis is not required to divest, hold separate or otherwise take or commit to take any action that limits its freedom of action with respect to, or its ability to retain, any of the businesses, services, or assets of Abraxis or any of its subsidiaries, unless it is conditioned upon the completion of the merger.

## **Rights of Stockholders to Seek Appraisal**

Under Delaware law, holders of Abraxis common stock other than the principal stockholders will have the right to seek appraisal of the fair value of their shares of Abraxis common stock as determined by the Delaware Court of Chancery if the merger is completed, but only if they comply with all applicable requirements of Delaware law. This appraisal amount could be more than, the same as or less than the merger consideration. Among other requirements, any holder of Abraxis common stock intending to exercise appraisal rights must not vote in favor of the merger and must submit a written demand for an appraisal to Abraxis before the vote on the merger at the special

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meeting. Your failure to strictly follow the procedures specified under Delaware law will result in the loss of your appraisal rights. For a summary of the requirements for asserting and perfecting your appraisal rights, see [Rights of Stockholders to Seek Appraisal](#). The provisions of Delaware law that address appraisal rights and govern the required procedures are attached as Annex H to this proxy statement/prospectus.

## **Certain Material U.S. Federal Income Tax Consequences**

The receipt by a U.S. holder of cash, Celgene common stock and CVRs in exchange for shares of Abraxis common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes (and may also be a taxable transaction under applicable state, local, and foreign income or other tax laws). For U.S. federal income tax purposes, a U.S. holder of Abraxis common stock generally will recognize capital gain or loss at the time of the merger equal to the difference, if any, between:

the sum of (1) the amount of cash (including any cash received in lieu of fractional shares of Celgene common stock), (2) the fair market value of the Celgene common stock and (3) the fair market value of the CVRs received by the U.S. holder in exchange for such Abraxis common stock; and

the U.S. holder's adjusted tax basis in such Abraxis common stock.

Pursuant to the merger agreement and the CVR agreement, the parties to the merger agreement and the CVR agreement have agreed or will agree, as applicable, to treat and report any CVR payments (except to the extent of any imputed interest) for all tax purposes as additional consideration for the sale of Abraxis common stock in the merger, except as required by applicable law. **Tax matters can be complicated. Abraxis stockholders are strongly urged to consult their tax advisors as to the specific tax consequences to them of the merger.** See [Certain Material U.S. Federal Income Tax Consequences](#) for a more detailed discussion.

## **Accounting Treatment**

In accordance with U.S. generally accepted accounting principles, which we refer to as U.S. GAAP, Celgene will account for the merger using the acquisition method of accounting for business combinations. Under this method of accounting, Celgene will record the acquisition based on the fair value of the merger consideration, which includes the cash consideration paid, the market value of shares of Celgene common stock issued in connection with the merger (based on the closing price of Celgene common stock on the date of the completion of the merger) and the CVRs issued in connection with the merger.

Celgene will allocate the purchase price to the identifiable assets acquired and liabilities assumed based on their respective fair values at the date of the completion of the merger. Any excess of the value of consideration paid over the aggregate fair value of those net assets will be recorded as goodwill. Financial statements of Celgene issued after the completion of the merger will reflect such fair values and will not be restated retroactively to reflect historical financial position or results of operations of Celgene. The results of operations of Abraxis will be included in the results of operations of Celgene beginning on the date of the completion of the merger.

## **Market Price of Abraxis Common Stock**

Abraxis common stock is listed on The NASDAQ Global Select Market under the symbol ABII. The closing sale price of Abraxis common stock on The NASDAQ Global Select Market on June 29, 2010, the last trading day prior to the announcement of the merger, was \$61.31. The \$58.00 cash consideration and \$13.93, the value of 0.2617 of a share of common stock of Celgene on June 29, 2010, represents a premium of approximately 17% over the closing sale price of Abraxis common stock on June 29, 2010. On September [ ], 2010, the last trading day before the date of

this proxy statement/prospectus, the closing sale price of Abraxis common stock on The NASDAQ Global Select Market was \$[ ] per share.

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**Market Price of Celgene Common Stock**

Celgene common stock is listed on The NASDAQ Global Select Market under the symbol CELG. The closing sale price of Celgene common stock on The NASDAQ Global Select Market on June 29, 2010, the last trading day prior to the announcement of the merger, was \$53.24. On September [ ], 2010, the last trading day before the date of this proxy statement/prospectus, the closing sale price of Celgene common stock on The NASDAQ Global Select Market was \$[ ] per share. It is a condition to the completion of the merger that the shares of Celgene common stock issued in the merger will be approved for listing on The NASDAQ Global Select Market.

**Litigation Related to the Merger**

Abraxis, the members of the Abraxis board of directors and Celgene are named as defendants in putative class action lawsuits brought by Abraxis stockholders challenging the merger in Los Angeles County Superior Court. The plaintiffs in such actions assert claims for breaches of fiduciary duty arising out of the merger and allege that Abraxis directors engaged in self-dealing and obtained for themselves personal benefits and have failed or are failing to provide stockholders with material information relating to the merger. The plaintiffs also allege claims for aiding and abetting breaches of fiduciary duty against Abraxis and Celgene. These lawsuits generally seek, among other things, to enjoin the defendants from consummating the merger until such time as Abraxis:

adopts and implements a procedure or process to obtain the highest possible price for stockholders;

discloses all material information to stockholders regarding the merger; and

institutes a majority of the minority vote provision.

**Risks**

In evaluating the CVRs and Celgene common stock, you should carefully read this proxy statement/prospectus and especially consider the factors discussed in the section entitled Risk Factors beginning on page 22.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED AND COMBINED FINANCIAL DATA OF ABRAXIS**

The following selected historical consolidated and combined financial data of Abraxis for the years ended December 31, 2009, 2008 and 2007 and as of December 31, 2009 and 2008, have been derived from Abraxis historical audited consolidated and combined financial statements contained in Abraxis Annual Report on Form 10-K for the year ended December 31, 2009, which is incorporated by reference into this proxy statement/prospectus. The following selected historical consolidated and combined financial data for the years ended December 31, 2006 and 2005 and as of December 31, 2007, 2006 and 2005 have been derived from Abraxis historical audited consolidated and combined financial statements not required to be incorporated by reference into this proxy statement/prospectus. Historical results of operations and financial position are not necessarily indications of the results that may be expected in the future periods. The following selected historical consolidated financial data for Abraxis as of and for the six months ended June 30, 2010 and 2009 have been derived from Abraxis unaudited interim consolidated financial statements contained in Abraxis Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, which is incorporated by reference into this proxy statement/prospectus. In the opinion of Abraxis management, the unaudited interim consolidated financial statements have been prepared on the same basis as the audited consolidated and combined financial statements and include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations at these dates and for these periods. Results of interim periods are not necessarily indicative of the results expected for a full year or for future periods. This information is only a summary and you should read this selected historical consolidated and combined financial data together with Abraxis Management's Discussion and Analysis of Financial Condition and Results of Operations, and the unaudited and audited consolidated and combined financial statements and notes thereto incorporated by reference into this proxy statement/prospectus.

	Six Months Ended June 30,			Year Ended December 31,			
	2010 (Unaudited)	2009	2009	2008	2007	2006	2005
	(In thousands, except per share data)						
<b>Consolidated and Combined Statement of Operations Data:</b>							
Abraxane revenue	\$ 170,008	\$ 145,773	\$ 314,545	\$ 335,631	\$ 324,692	\$ 174,906	\$ 133,731
Other Products	69,225	7,938	36,686	1,770	1,269		
Other revenue	6,892	4,000	7,819	7,908	7,725	7,381	1,944
Net revenue	246,125	157,711	359,050	345,309	333,686	182,287	135,675
Cost of sales	72,740	23,743	63,665	39,068	34,450	21,183	24,066
Gross profit	173,385	133,968	295,385	306,241	299,236	161,104	111,609
Operating expenses:							
Research and development	69,334	71,742	154,615	98,976	85,424	63,073	50,121
Selling, general and administrative	110,273	92,695	200,734	221,418	233,324	119,462	69,239
Reacquisition costs				158,909			

Litigation costs				57,635			
Acquired in-process research and development				13,900		83,447	
Impairment charge		13,999		9,214			
Amortization of intangible assets	20,276	19,907	39,782	39,429	38,615	27,349	
Merger related costs						16,722	
Total operating expenses	199,883	184,344	409,130	599,481	357,363	310,053	119,360



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	<b>Six Months Ended</b>		<b>2009</b>	<b>Year Ended December 31,</b>			<b>2005</b>
	<b>2010</b>	<b>2009</b>		<b>2008</b>	<b>2007</b>	<b>2006</b>	
	<b>June 30,</b>			<b>(In thousands, except per share data)</b>			
	<b>(Unaudited)</b>						
Loss from operations	(26,498)	(50,376)	(113,745)	(293,240)	(58,127)	(148,949)	(7,751)
Equity in net (loss) income of unconsolidated entities	(1,855)	1,360	2,090	908	3,771	2,776	1,843
Interest income	3,958	1,887	3,052	18,809	4,990	399	287
Other income (expense)	968	(503)	1,255	(5,186)	(190)	(4,741)	(6,563)
Loss before income taxes	(23,427)	(47,632)	(107,348)	(278,709)	(49,556)	(150,515)	(12,184)
(Benefit) provision for income taxes	(3,959)	(51)	(2,580)	(1,938)	(7,952)	(25,964)	478
Net loss	\$ (19,468)	\$ (47,581)	\$ (104,768)	\$ (276,771)	\$ (41,604)	\$ (124,551)	\$ (12,662)
Net loss attributable to noncontrolling interest	\$ (605)	\$ (1,227)	\$ (1,652)	\$	\$	\$	\$
Net loss attributable to common shareholders	\$ (18,863)	\$ (46,354)	\$ (103,116)	\$ (276,771)	\$ (41,604)	\$ (124,551)	\$ (12,662)
Basic and diluted net loss per common share	\$ (0.47)	\$ (1.16)	\$ (2.57)	\$ (6.91)	\$ (1.04)	\$ (3.11)	\$ (0.32)
Weighted-average common shares outstanding(1):							
Basic	40,280	40,100	40,100	40,032	39,991	39,990	39,990
Diluted	40,280	40,100	40,100	40,032	39,991	39,990	39,990
Other data:							
Cash flow provided by (used in) operating activities	\$ 3,231	\$ 15,016	\$ 4,488	\$ (315,468)	\$ (2,893)	\$ 170,870	\$ (22,272)
Purchases of property plant and equipment	(34,918)	(68,382)	(94,473)	(43,729)	(40,581)	(64,431)	(17,212)
Cash from consolidation of	15,099						

DSC							
Cash paid for acquisition	(5,754)		(2,640)	(14,998)			
Purchases of investments and marketable securities	(3,000)		(15,431)	(24,244)	(150)		
Purchases of other equity investments	7,529						
Investment in notes receivable	(10,000)						
Proceeds from sale of subsidiary		2,046	2,046				
Proceeds from sale of marketable securities		3,676	3,677				
Cash flow provided by (used in) financing activities	11,396	(589)	(561)	2,360	752,082	(94,398)	40,728

**As of June 30,**  
**2010      2009**  
**(Unaudited)**

**As of December 31,**  
**2008      2007      2006      2005**  
**(In thousands)**

**Consolidated  
balance sheet  
data:**

Working capital	\$ 175,095	\$ 260,578	\$ 192,747	\$ 347,321	\$ 735,181	\$ 25,093	\$ 55,232
Total assets	1,060,120	1,086,526	1,068,380	1,399,757	1,502,255	764,783	179,080
Total debt							190,000
Total equity (deficit)	851,607	893,465	846,265	929,472	1,197,387	459,021	(65,644)

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- (1) As of the completion of Abraxis' separation from APP Pharmaceuticals, Inc. on November 13, 2007, Abraxis had 40.0 million common shares outstanding. The same number of shares is being used for both diluted earnings per share and basic earnings per share for all periods prior to the separation date. All potentially dilutive employee stock awards were excluded from the computation of diluted loss per common share for all periods as the effect on net loss per share was anti-dilutive. The selected historical financial data reflect the consolidated operations of Abraxis and its subsidiaries as an independent, publicly-traded company as of and subsequent to November 13, 2007 and a combined reporting entity comprising the assets and liabilities that constituted the proprietary business of the predecessor Abraxis Bioscience for periods prior to November 13, 2007. The selected historical consolidated and combined financial data for periods prior to and including November 13, 2007 may not be indicative of Abraxis' future performance and do not necessarily reflect what the consolidated and combined results of operations, financial position and cash flows would have been had Abraxis operated as an independent, publicly-traded company during the periods presented.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CELGENE**

The following selected historical consolidated financial data of Celgene for the years ended December 31, 2009, 2008 and 2007 and as of December 31, 2009 and 2008 have been derived from Celgene's historical audited financial statements contained in Celgene's Annual Report on Form 10-K for the year ended December 31, 2009 incorporated by reference into this proxy statement/prospectus. The following selected historical consolidated financial data for the years ended December 31, 2006 and 2005 and as of December 31, 2007, 2006 and 2005 have been derived from Celgene's historical audited consolidated financial statements not required to be incorporated by reference into this proxy statement/prospectus. Historical results of operations and financial position are not necessarily indications of the results that may be expected in the future periods. The following selected historical consolidated financial data for Celgene as of and for the six months ended June 30, 2010 and 2009 have been derived from Celgene's unaudited consolidated financial statements contained in Celgene's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, which is incorporated by reference into this proxy statement/prospectus. In the opinion of the management of Celgene, the unaudited consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations at these dates and for these periods. Results of interim periods are not necessarily indicative of the results expected for a full year or for future periods. This information is only a summary and you should read this selected historical consolidated financial data together with Celgene's Management's Discussion and Analysis of Financial Condition and Results of Operations and the unaudited and audited consolidated financial statements and notes thereto incorporated by reference into this proxy statement/prospectus.

	<b>Six Months Ended June 30,</b>			<b>Years Ended December 31,</b>			
	<b>2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(Unaudited)</b>			<b>(In thousands, except per share data)</b>			
<b>Consolidated Statements of Operations Data:</b>							
Total revenue	\$ 1,643,946	\$ 1,233,719	\$ 2,689,893	\$ 2,254,781	\$ 1,405,820	\$ 898,873	\$ 536,941
Costs and operating expenses	1,205,926	910,992	1,848,367	3,718,999	980,699	724,182	453,357
Operating income (loss)	438,020	322,727	841,526	(1,464,218)	425,121	174,691	83,584
Interest and investment income, net	24,209	41,525	76,785	84,835	109,813	40,352	24,557
Equity in (gains) losses of affiliated companies	(638)	615	1,103	9,727	4,488	8,233	6,923

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Interest expense	907	991	1,966	4,437	11,127	9,417	9,497
Other (expense) income, net	(1,323)	37,786	60,461	24,722	(2,350)	5,502	(7,509)
Income (loss) before tax	460,637	400,432	975,703	(1,368,825)	516,969	202,895	84,212
Income tax provision	70,843	94,715	198,956	164,828	290,536	133,914	20,556
Net income (loss)	\$ 389,794	\$ 305,717	\$ 776,747	\$ (1,533,653)	\$ 226,433	\$ 68,981	\$ 63,656

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	<b>Six Months Ended June 30,</b>		<b>2009</b>	<b>Years Ended December 31,</b>			<b>2005</b>
	<b>2010</b>	<b>2009</b>		<b>2008</b>	<b>2007</b>	<b>2006</b>	
	<b>(Unaudited)</b>		<b>(In thousands, except per share data)</b>				
Net income (loss) per common share(1):							
Basic	\$ 0.85	\$ 0.67	\$ 1.69	\$ (3.46)	\$ 0.59	\$ 0.20	\$ 0.19
Diluted	\$ 0.83	\$ 0.65	\$ 1.66	\$ (3.46)	\$ 0.54	\$ 0.18	\$ 0.18
Weighted average shares(1):							
Basic	460,112	459,584	459,304	442,620	383,225	352,217	335,512
Diluted	467,557	467,759	467,354	442,620	431,858	407,181	390,585

(1) Amounts have been adjusted for the two-for-one stock split effected in February 2006.

	<b>As of June 30,</b>		<b>2009</b>	<b>2008</b>	<b>As of December 31,</b>		<b>2005</b>
	<b>2010</b>	<b>2009</b>			<b>2007</b>	<b>2006</b>	
	<b>(Unaudited)</b>		<b>(In thousands)</b>				
<b>Consolidated Balance Sheets Data:</b>							
Cash, cash equivalents and marketable securities	\$ 3,144,617	\$ 2,497,968	\$ 2,996,752	\$ 2,222,091	\$ 2,738,918	\$ 1,982,220	\$ 724,260
Total assets	6,178,238	4,749,268	5,389,311	4,445,270	3,611,284	2,735,791	1,258,313
Convertible notes (Accumulated deficit) retained earnings	(242,452)	(1,103,276)	(632,246)	(1,408,993)	124,660	(101,773)	(170,754)
Stockholders equity	4,927,810	3,862,768	4,394,606	3,491,328	2,843,944	1,976,177	635,775

**Table of Contents****SELECTED UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL DATA**

The following selected unaudited pro forma condensed consolidated financial data gives effect to the proposed merger as if it had occurred on January 1, 2009, for statement of operations purposes, and on June 30, 2010, for balance sheet purposes. The selected unaudited pro forma condensed consolidated financial data presented below is based on, and should be read together with, the historical financial statements of Celgene and Abraxis that are contained in their respective filings with the SEC and incorporated by reference into this proxy statement/prospectus and the unaudited pro forma condensed consolidated financial statements that appear elsewhere in this proxy statement/prospectus. See [Where You Can Find More Information](#) and [Unaudited Pro Forma Condensed Consolidated Financial Statements](#).

The unaudited pro forma condensed consolidated financial data is presented for illustrative purposes only and is not necessarily indicative of the actual or future financial position or results of operations that would have been realized if the proposed merger had been completed as of the dates indicated or will be realized upon the completion of the proposed merger.

	<b>Unaudited Pro Forma Consolidated Six Months Ended June 30, 2010</b>	<b>Year Ended December 31, 2009</b>
	<b>(In thousands, except per share data)</b>	
<b>Statement of operations data:</b>		
Revenue	\$ 1,890,071	\$ 3,048,943
Costs and expenses	\$ 1,492,513	\$ 2,356,086
Operating income	\$ 397,558	\$ 692,857
Other income and expenses	\$ 12,340	\$ 69,354
Income before income taxes	\$ 409,898	\$ 762,211
Income tax provision	\$ 55,959	\$ 153,918
Net income	\$ 353,939	\$ 608,293
Basic earnings per share	\$ 0.75	\$ 1.30
Diluted earnings per share	\$ 0.74	\$ 1.28
		<b>June 30, 2010 (In thousands)</b>
<b>Balance sheet data:</b>		
Total assets		\$ 8,383,487
Total liabilities		\$ 2,874,529
Stockholders' equity		\$ 5,499,754

**Table of Contents****COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION**

Celgene common stock and Abraxis common stock are each listed and traded on The NASDAQ Global Select Market under the symbols CELG and ABII, respectively. The following table sets forth, for the respective periods of Celgene and Abraxis indicated, the high and low sale prices per share of Celgene common stock and Abraxis common stock.

	High	Celgene Low	Dividend	High	Abraxis Low	Dividend
<b>Year Ended December 31, 2010</b>						
Third Quarter (through September 8, 2010)	\$ 58.01	\$ 48.02		\$ 76.17	\$ 73.15	
Second Quarter	63.76	49.54		75.75	40.03	
First Quarter	65.07	54.10		54.03	31.82	
<b>Year Ended December 31, 2009</b>						
Fourth Quarter	57.79	49.74		43.00	31.20	
Third quarter	58.31	45.27		39.90	24.52	
Second quarter	48.77	36.90		57.60	35.25	
First quarter	56.60	39.32		73.98	42.40	
<b>Year Ended December 31, 2008</b>						
Fourth Quarter	66.50	45.44		74.50	46.28	
Third Quarter	77.39	56.00		78.95	59.03	
Second Quarter	65.90	56.88		69.91	58.33	
First Quarter	62.20	46.07		69.00	53.00	

On June 29, 2010, the last trading day prior to the date of the public announcement of the execution of the merger agreement, the closing sale price per share of Abraxis common stock was \$61.31 and the closing sale price per share of Celgene common stock was \$53.24. On September [ ], 2010, the most recent practicable date prior to the date of this proxy statement/prospectus, the last reported sale price per share of Abraxis common stock was \$[ ] and the last reported sale price per share of Celgene common stock was \$[ ]. The market prices of shares of Abraxis common stock and Celgene common stock are subject to fluctuation. As a result, Abraxis and Celgene stockholders are urged to obtain current market quotations.

**Dividend Policy**

Celgene has never declared or paid any cash dividends on its common stock. Celgene currently intends to retain any future earnings for funding growth and, therefore, does not anticipate paying any cash dividends on its common stock in the foreseeable future.

Abraxis has never declared or paid any cash dividends on its common stock. Any future payment of cash dividends on Abraxis common stock will be at the discretion of the Abraxis board of directors and will depend upon Abraxis results of operations, earnings, capital requirements, contractual restrictions and other factors deemed relevant by the Abraxis board of directors. The merger agreement restricts the ability of Abraxis to declare or pay dividends.



**Table of Contents****COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA**

The following table sets forth for Celgene common stock and Abraxis common stock certain historical and unaudited pro forma consolidated and pro forma-equivalent per share financial information. The unaudited pro forma consolidated and pro forma-equivalent per share information gives effect to the proposed merger as if it had occurred on January 1, 2009. The information in the table is based on, and should be read together with, the historical financial information that Celgene and Abraxis have presented in their respective filings with the SEC and the pro forma financial information that appears elsewhere in this proxy statement/prospectus. See [Where You Can Find More Information](#) and [Unaudited Pro Forma Consolidated Financial Statements](#).

The unaudited pro forma consolidated and pro forma-equivalent data is presented for illustrative purposes only and is not necessarily indicative of actual or future financial position or results of operations that would have been realized if the proposed merger had been completed as of the dates indicated or will be realized upon the completion of the proposed merger. Neither Celgene nor Abraxis declared or paid any dividends during the periods presented.

	<b>Celgene</b>	<b>Abraxis</b>	<b>Unaudited Pro Forma Consolidated per Share of Celgene Common Stock</b>	<b>Unaudited Pro Forma Equivalent per Share of Abraxis Common Stock</b>
	<b>Historical</b>	<b>Historical</b>		
<b>Net income (loss) per share:</b>				
For the year ended December 31, 2009				
Basic	\$ 1.69	\$ (2.57)	\$ 1.30	\$ 0.34
Diluted	\$ 1.66	\$ (2.57)	\$ 1.28	\$ 0.33
For the six months ended June 30, 2010:				
Basic	\$ 0.85	\$ (0.47)	\$ 0.75	\$ 0.20
Diluted	\$ 0.83	\$ (0.47)	\$ 0.74	\$ 0.19
<b>Book value per share:</b>				
As of December 31, 2009	\$ 9.57	\$ 21.02	N/A	N/A
As of June 30, 2010	\$ 10.73	\$ 20.85	\$ 11.75	\$ 3.07

**Table of Contents****RISK FACTORS**

Before you vote, you should carefully consider the risks related to the merger described below, those described in the section entitled "Cautionary Statement Regarding Forward-Looking Statements" and the other information contained in this proxy statement/prospectus or in Abraxis and Celgene's documents incorporated by reference herein, particularly the risk factors set forth in Abraxis and Celgene's documents incorporated herein, as set forth under "Where You Can Find More Information" (including the risk factors contained in Abraxis' Annual Report on Form 10-K for the year ended December 31, 2009, as supplemented by Abraxis' Annual Report on Form 10-K/A for the year ended December 31, 2009 and by Abraxis' Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010, and in Celgene's Annual Report on Form 10-K for the year ended December 31, 2009, and Celgene's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010). Because the merger consideration is partially comprised of Celgene common stock and CVRs, by voting in favor of the adoption of the merger agreement, you will be choosing to invest in Celgene common stock and the CVRs. The risks and uncertainties described below and incorporated by reference are not the only risks and uncertainties Celgene may face. Additional risks and uncertainties not presently known to Celgene, or risks that Celgene currently considers immaterial could also negatively affect its business, results and operations. If any of the following risks actually occur, Celgene's business, financial condition or results of operations could be materially adversely affected, which could cause the value of Celgene common stock to decline and adversely affect the likelihood of any payments being made under the CVRs and the amount of such payments.

**Risks Related to the Merger**

*Because the market price of Celgene common stock will fluctuate and because of the uncertainty of the ultimate realization of the CVRs, Abraxis stockholders cannot be certain of the value of the merger consideration that they will be entitled to receive in the merger.*

At the completion of the merger, each outstanding share of Abraxis common stock will be converted into the right to receive (1) \$58.00 in cash, without interest, (2) 0.2617 shares of Celgene common stock, and (3) one CVR. The 0.2617 exchange ratio is fixed and will not be adjusted for changes in the market price of either Abraxis common stock or Celgene common stock. The market value of the Celgene common stock that Abraxis stockholders will be entitled to receive in the merger will depend on the market value of Celgene common stock immediately before the merger is completed and could vary significantly from the market value on the date of the announcement of the merger agreement, the date that this proxy statement/prospectus was mailed to stockholders of Abraxis or the date of the special meeting of Abraxis stockholders. The merger agreement does not provide for any price-based termination right. For example, the closing sale price of Celgene common stock on June 29, 2010, the last trading day prior to the execution of the merger agreement, was \$53.24 per share and, therefore, if the transaction had closed on that date, the value of the merger consideration that Abraxis stockholders would have received for each share of common stock, including the \$58.00 in cash consideration (but excluding any value relating to the CVR), would have been \$71.93. On September [ ], 2010, the last trading day before the date of this proxy statement/prospectus, the closing sale price of Celgene common stock was \$[ ] per share, and, therefore, if the transactions had closed on that date, the value of the merger consideration that Abraxis stockholders would have received for each share of common stock, including the \$58.00 in cash consideration (but excluding any value relating to the CVR), would have been \$[ ]. Moreover, the market value of Celgene common stock will likely fluctuate after the completion of the merger. See "Comparative Per Share Market Price and Dividend Information."

Fluctuations in the market price of Celgene common stock could result from changes in the business, operations or prospects of Abraxis or Celgene prior to the completion of the merger or Celgene following the completion of the

merger, regulatory considerations, general market and economic conditions and other factors both within and beyond the control of Abraxis or Celgene.

***The issuance of Celgene common stock in connection with the merger could decrease the market price of Celgene common stock.***

At the completion of the merger, Celgene expects to issue up to approximately [ ] million shares of Celgene common stock, or approximately [ ]% of the number of shares of Celgene common stock outstanding as of

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[ ], 2010, to Abraxis stockholders in the merger. The issuance of the Celgene common stock may result in fluctuations in the market price of Celgene common stock, including a stock price decline.

***The shares of Celgene common stock to be received by Abraxis stockholders as a result of the merger will have different rights from the shares of Abraxis common stock.***

Upon completion of the merger, Abraxis stockholders will become Celgene stockholders and their rights as stockholders will be governed by Celgene's certificate of incorporation and Celgene's by-laws. Certain of the rights associated with Abraxis common stock are different from, and may be viewed as less favorable than, the rights associated with Celgene common stock. See Comparative Rights of Abraxis Stockholders and Celgene Stockholders for a discussion of the different rights associated with Celgene common stock.

***Regulatory approvals that are required to complete the merger may not be received, may take longer than expected or may impose conditions which are not presently anticipated.***

Under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, which we refer to as the HSR Act, the merger may not be completed until notification and report forms have been filed with the FTC and the Antitrust Division and the expiration of a 30 calendar day waiting period, or the early termination of that waiting period, following the parties' filing of their respective notification and report forms. If the FTC or the Antitrust Division issues a Request for Additional Information and Documentary Material prior to the expiration of the waiting period, the parties must observe a second 30 calendar day waiting period, which would begin to run only after both parties have substantially complied with the request for information, unless the waiting period is terminated earlier or extended with the consent of the parties. On July 14, 2010, Abraxis and Celgene filed their respective notification and report forms under the HSR Act with the FTC and the Antitrust Division. Celgene received confirmation of early termination of the initial waiting period under the HSR Act effective as of August 3, 2010.

Private parties who may be adversely affected by the merger and individual states may bring legal actions under the antitrust laws in certain circumstances. Although the parties believe that completion of merger would not violate any antitrust law, there can be no assurance that a challenge to the merger on antitrust grounds will not be made or, if a challenge is made, what the result will be. Under the merger agreement, Abraxis and Celgene have agreed to use their reasonable best efforts to obtain all regulatory clearances necessary to complete, in the most expeditious manner practicable, the merger; however, Celgene is not required to sell, divest or otherwise dispose of, hold separate, enter into any license or similar agreement with respect to, restrict the ownership or operation of, or agree to sell, divest or otherwise dispose of, hold separate, enter into any license or similar agreement with respect to, or restrict the ownership or operation of:

(A) any assets or businesses of Abraxis or any of its subsidiaries or (B) any assets or businesses of Celgene or any of its affiliates or subsidiaries, in the case of either clause (A) or (B), to the extent that the sale, divestiture, disposition, or agreement would have a material adverse effect on the business, operations, financial condition or results of operations of the combined business of Abraxis and Celgene after giving effect to the completion of merger, or

Abraxane<sup>®</sup> to the extent such sale, divestiture, disposition, agreement or restriction would have a material adverse effect on the ability of Abraxis to market Abraxane<sup>®</sup> in the United States, the European Union, Canada and Switzerland.

If either Celgene or Abraxis becomes subject to any term, condition, obligation or restriction (whether because such term, condition, obligation or restriction does not rise to the specified level of materiality or Celgene otherwise consents to its imposition), the imposition of such term, condition, obligation or restriction could adversely affect

Celgene's ability to integrate Abraxis' operations into Celgene's operations, reduce the anticipated benefits of the merger or otherwise adversely affect Celgene's business and results of operations following the completion of the merger.

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***Legal proceedings in connection with the merger, the outcomes of which are uncertain, could delay or prevent the completion of the merger.***

Since July 1, 2010, several putative class action complaints have been filed on behalf of Abraxis stockholders. The complaints seek, among other things, (1) declarations that they are maintainable as class actions, (2) an order preliminarily and permanently enjoining the defendants from completing the merger until certain conditions are satisfied, and (3) attorneys' fees and costs. Such legal proceedings could delay or prevent the merger from becoming effective. See *The Merger – Litigation Related to the Merger*.

***The integration of Abraxis and other acquired businesses may present significant challenges to Celgene.***

Achieving the anticipated benefits of the merger will depend in part upon whether Abraxis and Celgene can integrate their businesses in an efficient and effective manner. In addition, Celgene has recently acquired and may acquire additional businesses from time to time. The integration of Abraxis and any future businesses that Celgene may acquire involves a number of risks, including, but not limited to:

demands on management related to the increase in the size of Celgene after the acquisition;

the diversion of management's attention from the management of daily operations to the integration of operations;

higher integration costs than anticipated;

failure to achieve synergies and costs savings;

difficulties in the assimilation and retention of employees;

difficulties in the assimilation of different cultures and practices, as well as in the assimilation of broad and geographically dispersed personnel and operations; and

difficulties in the integration of departments, systems, including accounting systems, technologies, books and records, and procedures, as well as in maintaining uniform standards, controls, including internal control over financial reporting required by the Sarbanes-Oxley Act of 2002 and related procedures and policies.

If Celgene cannot successfully integrate Abraxis or other acquired businesses, Celgene may experience material negative consequences to its business, financial condition or results of operations. Successful integration of Abraxis and other acquired businesses will depend on Celgene's ability to manage these operations, to realize opportunities for revenue growth presented by offerings and expanded geographic market coverage and, to some degree, to eliminate redundant and excess costs. Because of difficulties in combining geographically distant operations, Celgene may not be able to achieve the benefits that it hopes to achieve as a result of the merger.

***Failure to achieve expected benefits of the merger and integrate Abraxis' operations with Celgene's could adversely affect Celgene following the completion of the merger and the market price of Celgene common stock.***

Although Celgene expects to realize strategic, operational and financial benefits as a result of the merger, Celgene cannot be certain whether, and to what extent, such benefits will be achieved in the future. In particular, the success of the merger will depend on achieving efficiencies and cost savings, and no assurances can be given that Celgene will be able to do so. In addition, in order to obtain the benefits of the merger, Celgene must integrate Abraxis' subsidiaries and operations and such integration may be complex and the failure to do so quickly and effectively may negatively

affect earnings.

In addition, the market price of Celgene common stock may decline as a result of the merger if the integration of Celgene and Abraxis is unsuccessful, takes longer than expected or fails to achieve financial benefits to the extent anticipated by financial analysts or investors, or the effect of the merger on Celgene's financial results is otherwise not consistent with the expectations of financial analysts or investors.

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***Abraxis and Celgene's business relationships, including customer relationships, may be subject to disruption due to uncertainty associated with the merger.***

Parties with which Abraxis and Celgene do business, including customers and suppliers, may experience uncertainty associated with the merger, including with respect to current or future business relationships with Abraxis or Celgene. As a result, Abraxis and Celgene's business relationships may be subject to disruptions if customers, suppliers and others attempt to negotiate changes in existing business relationships or consider entering into business relationships with parties other than Abraxis or Celgene. These disruptions could have an adverse effect on the businesses, financial condition, results of operations or prospects of Celgene following the completion of the merger. The adverse effect of such disruptions could be exacerbated by a delay in the completion of the merger or termination of the merger agreement.

***Future results of Celgene following the completion of the merger may differ materially from the Unaudited Pro Forma Consolidated Financial Statements of Celgene and Abraxis presented in this proxy statement/prospectus.***

The future results of Celgene following the completion of the merger may be materially different from those shown in the Unaudited Pro Forma Consolidated Financial Statements presented in this proxy statement/prospectus that show only a combination of Celgene's and Abraxis' historical results.

***Celgene will incur significant transaction and merger-related costs in connection with the merger.***

Celgene expects to incur a number of non-recurring costs associated with combining the operations of the two companies. Most of these costs will be comprised of transaction costs, including fees paid to financial and legal advisors, related to the merger, facilities and systems consolidation costs and employment-related costs, including change-in-control related payments made to certain Abraxis executives and the cash out of unvested stock-based awards. Celgene will also incur transaction fees and costs related to formulating integration plans. Additional unanticipated costs may be incurred in the integration of the two companies' businesses. Although Celgene expects that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, should allow Celgene to offset incremental transaction and merger-related costs over time, this net benefit may not be achieved in the near term, or at all.

***Celgene may be unable to hire and retain sufficient qualified personnel; the loss of any of its key executive officers could adversely affect Celgene.***

Celgene believes that its future success will depend in large part on its ability to attract and retain highly skilled, knowledgeable, sophisticated and qualified managerial, professional and technical personnel. In addition, the success of the combined operations after the merger will depend in part upon Celgene's ability to retain key employees of Abraxis. Key employees may depart because of issues relating to the difficulty of integration or accelerated retirement as a result of change in control severance provisions in their agreements with Abraxis. Accordingly, no assurance can be given that Celgene will be able to retain key employees of Abraxis.

***The merger agreement limits Abraxis' ability to pursue alternatives to the merger.***

The merger agreement contains no shop provisions that, subject to limited exceptions, preclude Abraxis from (1) soliciting, initiating, or knowingly encouraging the making, submission or announcement of any third party proposal which would reasonably be expected to lead to an acquisition proposal, (2) entering into, participating, continuing or otherwise engaging in discussions or negotiations with, or providing any non-public information to any third party with respect to any inquiries regarding, or the making, submission or announcement of, an acquisition proposal, (3) entering into or approving any letter of intent, agreement in principle, option agreement, share purchase



agreement, acquisition agreement or similar agreement for an acquisition proposal, or (4) terminating, waiving, amending or modifying any provision of, or granting permission under, any standstill, confidentiality agreement or similar contract to which Abraxis or any of its subsidiaries is a party. The merger agreement also provides that Abraxis will be required to pay a termination fee of \$145 million to Celgene upon termination of the merger agreement under certain circumstances. These provisions might discourage a potential

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competing acquiror that might have an interest in acquiring all or a significant part of Abraxis from considering or proposing an acquisition even if it were prepared to pay consideration with a higher per share market price than that proposed in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire Abraxis than it might otherwise have proposed to pay.

***Failure to complete the merger could negatively impact the stock price and the future business and financial results of Abraxis.***

If the merger is not completed, the ongoing businesses of Abraxis may be adversely affected and, without realizing any of the benefits of having completed the merger, Abraxis will be subject to a number of risks, including the following:

Abraxis may be required to pay Celgene a termination fee of \$145 million if the merger agreement is terminated under certain circumstances, as described under The Merger Agreement Termination Fees and Expenses;

Abraxis will be required to pay its costs relating to the proposed merger if the merger is not completed;

under the merger agreement, Abraxis is subject to certain restrictions on the conduct of its business prior to completing the merger which may affect its ability to execute certain of its business strategies; and

matters relating to the merger (including integration planning) may require substantial commitments of time and resources by Abraxis management, which could otherwise have been devoted to other opportunities that may have been beneficial to Abraxis as an independent company.

In addition, Abraxis could be subject to litigation related to any failure to complete the merger or related to any enforcement proceeding commenced against Abraxis to perform its respective obligations under the merger agreement. If the merger is not completed, these risks may materialize and may adversely affect Abraxis' business, financial results and market price of Abraxis common stock.

***The market price of Celgene common stock and Celgene's results of operations may be affected by factors different from those affecting the market price of Abraxis common stock and Abraxis' results of operations.***

Abraxis stockholders will be entitled to receive merger consideration that is partially comprised of Celgene common stock and will thus become Celgene stockholders. Celgene's business is different from that of Abraxis, and Celgene's results of operations, as well as the market price of Celgene common stock, may be affected by factors different from those affecting Abraxis' results of operations and the market price of Abraxis common stock. The market price of Celgene common stock may fluctuate significantly following the merger, including as a result of factors over which Celgene has no control.

***Abraxis executive officers and directors have financial interests in the merger that may be different from, or in addition to, the interests of Abraxis stockholders.***

Executive officers of Abraxis negotiated the terms of the merger agreement with their counterparts at Celgene, and the Abraxis board of directors unanimously determined that the transactions contemplated by the merger agreement, including the merger, are advisable and fair to, and in the best interest of, Abraxis and its stockholders, adopted the merger agreement and declared advisable the merger and unanimously recommended that Abraxis stockholders vote for the adoption of the merger agreement. In considering these facts and the other information contained in this proxy statement/prospectus, you should be aware that Abraxis' executive officers and directors have financial interests in the

merger that may be different from, or in addition to, the interests of Abraxis stockholders. For a detailed discussion of the special interests that Abraxis directors and executive officers may have in the merger, please see The Merger Interests of Directors and Executive Officers of Abraxis in the Merger.

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***The market price of Celgene common stock may fluctuate significantly, which may make it difficult for you to sell Celgene common stock you receive in the merger when you want to or at prices you find attractive.***

There has been significant volatility in the market prices for publicly traded shares of biopharmaceutical companies, including shares of Celgene common stock. Celgene expects that the market price of its common stock will continue to fluctuate. The price of Celgene common stock fluctuated from a high of \$58.31 per share to a low of \$36.90 per share in 2009. The price of Celgene common stock may not remain at or exceed current levels. The following key factors, among others, may have an adverse impact on the market price of Celgene common stock:

adverse results of Celgene's clinical trials or adverse events associated with its marketed products;

Celgene's products' ability to demonstrate efficacy or an acceptable safety profile;

product introductions and sales by Celgene's competitors;

new product discovery and development by Celgene's competitors;

Celgene's ability to obtain and maintain regulatory approval for its existing products as well as for new products in development;

announcements of technical or product developments by Celgene's competitors;

Celgene's failure to effectively implement its business strategy or Celgene's adoption and implementation of a business strategy that places it at a disadvantage to its competitors;

market conditions for pharmaceutical and biotechnology stocks;

market conditions generally;

governmental regulation;

new accounting pronouncements, regulatory rulings or actions by the FDA;

health care legislation generally and potential changes in insurance or governmental reimbursement policies on Celgene's products and pipeline products;

public announcements by competitors regarding medical advances in the treatment of the disease states that Celgene is targeting;

patent or proprietary rights developments and/or changes in patent laws, including Celgene's ability to successfully protect and enforce its intellectual property rights;

royalties and contract revenues that Celgene becomes obligated to pay;

potential changes in reimbursement policies or rates for Celgene's products

product manufacturing, including Celgene's arrangements with third party suppliers;

Celgene's expenses and net income;

credit and foreign exchange risk management by Celgene;

Celgene's liquidity;

asset and liability risk management by Celgene;

the outcome of litigation involving Celgene's products or processes related to production and formulation of those products or uses of those products;

competition; and

operational and legal risks.

In addition, the stock market in general and the biotechnology sector in particular have experienced extreme volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of Celgene common stock.

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***Celgene may obtain financing in connection with the merger, which may have an adverse effect on the business, financial condition and results of operations of Celgene and may result in dilution to Celgene stockholders.***

Celgene does not require financing for the merger. However, Celgene is considering and may pursue financing arrangements on terms and conditions favorable to Celgene, including, without limitation, an offering of debt securities, to maintain financial flexibility. Celgene cannot guarantee that financing, in any form, will be available at all, or on the terms acceptable to it. In addition, any debt that Celgene incurs in connection with the merger may, among other things:

limit Celgene's ability to borrow additional funds;

limit Celgene's flexibility in planning for, or reacting to, changes in its operations and the industry in which it operates;

increase Celgene's vulnerability to adverse general economic and industry conditions;

limit Celgene's ability to make strategic acquisitions;

require Celgene to dedicate a substantial portion of its cash flow from operations to principal and interest payments on such debt, reducing the availability of cash flow to fund working capital, capital expenditures and other general corporate activities; and

place Celgene at a competitive disadvantage compared to competitors that have less debt.

Additionally, in the event that Celgene pursues an offering of debt securities convertible into shares of Celgene common stock, the issuance of a substantial number of shares of Celgene common stock in connection with the conversion or settlement of such securities could depress the market price of Celgene common stock and impair its ability to raise capital through the sale of additional equity securities. Any transaction involving the issuance of shares of Celgene common stock, or securities convertible into shares of Celgene common stock, would result in dilution, which could be substantial, to Celgene stockholders.

**Risks Related to the CVRs**

***You may not receive any payment on the CVRs.***

Your right to receive any future payment on the CVRs will be contingent upon the achievement by Abraxis and Celgene of certain agreed upon U.S. regulatory milestones and net sales (calculated in accordance with the CVR agreement) in excess of the thresholds specified in the CVR agreement within the time periods specified in the CVR agreement. If the milestones specified in the CVR agreement are not achieved for any reason within the time periods specified in the CVR agreement, and if net sales do not exceed the thresholds set forth in the CVR agreement for any reason within the time periods specified in the CVR agreement, no payment will be made under the CVRs and the CVRs will expire valueless. Accordingly, the value, if any, of the CVRs is speculative, and the CVRs may ultimately have no value. See Description of the CVRs.

***You will not be able to determine the amount of cash to be received under the CVRs until the achievement of certain agreed upon milestones and/or after the conclusion of the first net sales measuring period which ends on December 31, 2011, which makes it difficult to value the CVRs.***

If any payment is made on the CVR, it will not be made until the achievement of certain agreed upon milestones and/or, with respect to net sales payments, after the conclusion of the first net sales measuring period, which ends on December 31, 2011 (provided that net sales for such net sales measuring period exceed the thresholds set forth in the CVR agreement, calculated in accordance with the CVR agreement), and the amount of any payment will not be paid until after the achievement of such milestones and/or, with respect to net sales payments, until 15 days after the date Celgene is required to provide the net sales statement for the net sales measuring period in respect of which a net sales payment under the CVR is due. The CVR agreement sets forth the time frame in which a CVR payment is to be paid if Celgene is no longer required to file with the Securities and Exchange Commission,

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which we refer to as the SEC, copies of its annual or quarterly reports (provided that net sales for such net sales measuring period exceed the thresholds set forth in the CVR agreement, calculated in accordance with the CVR agreement). In accordance with the CVR agreement, Celgene will provide an annual net sales statement. The final calculation of any CVR payment, however, will be provided to you no earlier than 15 days after the date Celgene is required to provide the net sales statement for the net sales measuring period in respect of which a net sales payment under the CVR is due. As such, it may be difficult to value the CVRs, and accordingly it may be difficult or impossible for you to resell your CVRs.

***The U.S. federal income tax treatment of the CVRs is unclear.***

Pursuant to the merger agreement and the CVR agreement, the parties to the merger agreement and the CVR agreement have agreed or will agree, as applicable, to treat and report any CVR payments (except to the extent of any imputed interest) for all tax purposes as additional consideration for the sale of Abraxis common stock in the merger, except as required by applicable law. Assuming this treatment is correct, a U.S. holder generally should recognize capital gain as and to the extent aggregate CVR payments received (less any imputed interest) exceed the U.S. holder's adjusted tax basis in the CVR. A U.S. holder's initial tax basis in CVRs received in the merger will equal the fair market value of such CVRs as determined for U.S. federal income tax purposes. A U.S. holder who does not sell, exchange or otherwise dispose of a CVR may not be able to recognize a loss with respect to the CVR until the U.S. holder's right to receive CVR payments terminates. In accordance with the CVR agreement, Celgene has agreed to report imputed interest on the CVRs pursuant to Section 483 of the Code. However, there is no legal authority directly addressing the U.S. federal income tax treatment of the CVRs and, therefore, there can be no assurance that the Internal Revenue Service would not assert, or that a court would not sustain, a position that any CVR payment does not attract capital gain treatment, or that a different method should be used for purposes of reporting imputed interest. If such a position were sustained, all or any part of any CVR payment could be treated as ordinary income and could be required to be included in income prior to the receipt of the CVR payment. See Certain Material U.S. Federal Income Tax Consequences.

***Any payments in respect of the CVRs are subordinated to the right of payment of Celgene's other indebtedness.***

The CVRs are unsecured obligations of Celgene and the CVR payments and all other obligations under the CVR agreement, together with the CVRs and any rights or claims relating thereto, are subordinated in right of payment to the prior payment in full of all senior obligations of Celgene. Senior obligations of Celgene include any existing or future obligations of Celgene, including the principal of, premium (if any), interest on, and all other amounts owing thereon:

with respect to borrowed money;

evidenced by notes, debentures, bonds or other similar debt instruments;

with respect to the net obligations owed under interest rate swaps or similar agreements or currency exchange transactions;

reimbursement obligations in respect of letters of credit and similar obligations;

in respect of capital leases; or

guarantees in respect of the foregoing obligations, unless the instrument creating or evidencing the same provides otherwise.



Celgene's senior obligations do not include, among other things:

trade debt incurred in the ordinary course of business;

any intercompany indebtedness between Celgene and any of its subsidiaries or affiliates;

indebtedness of Celgene that is subordinated in right of payment to Celgene's senior obligations;

indebtedness or other obligations of Celgene that by its terms ranks equal or junior in right of payment to the CVR payments, milestone, and net sales payments; and all other obligations under the CVR agreement;

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indebtedness of Celgene that, by operation of applicable law, is subordinate to any general unsecured obligations of Celgene; and

indebtedness evidenced by any guarantee of indebtedness ranking equal or junior in right of payment to the CVR payments.

In addition, if a default on Celgene's senior obligations would occur as a result of the CVR payment, there is an existing payment default on Celgene's senior obligations, the maturity of Celgene's senior obligations is accelerated, in each case in excess of certain agreed upon thresholds as set forth in the CVR agreement, or in other circumstances, no CVR payment will be payable, if any payment is due, until any such default is remedied.

***An active public market for the CVRs may not develop or the CVRs may trade at low volumes, both of which could have an adverse effect on the resale price, if any, of the CVRs.***

The CVRs are a new security for which there is currently no public trading market. An active public trading market for the securities may not develop or be sustained. Celgene has agreed to use its reasonable best efforts to cause the CVRs to be approved for listing at the completion of the merger on The NASDAQ Global Select Market. Notwithstanding its efforts, Celgene may be unable to cause the CVRs to be listed for trading.

Even if an active public trading market develops, there may be little or no market demand for the CVRs, making it difficult or impossible to resell the CVRs, which would have an adverse effect on the resale price, if any, of the CVRs. Immediately following the completion of the merger, the principal stockholders will hold a majority of the CVRs. In addition, holders of CVRs may incur brokerage charges in connection with the resale of the CVRs, which in some cases could exceed the proceeds realized by the holder from the resale of its CVRs. Neither Celgene nor Abraxis can predict the price, if any, at which the CVRs will trade following the completion of the merger.

***Celgene may under certain circumstances redeem the CVRs.***

The CVR agreement does not prohibit Celgene or any of its subsidiaries or affiliates from acquiring the CVRs, whether in open market transactions, private transactions or otherwise. Pursuant to the terms of the CVR agreement, subject to certain notice requirements, Celgene may, at any time on and after the date that 50% of the CVRs either are (1) no longer outstanding and/or (2) repurchased, acquired, redeemed or retired by Celgene, redeem all, but not less than all, of the outstanding CVRs at a cash redemption price equal to the average price paid per CVR for all CVRs previously purchased by Celgene calculated as of the business day immediately prior to the date of the notice of redemption. Neither Celgene nor Abraxis can predict the price at which the CVRs may be redeemed by Celgene in the future pursuant to these rights, if at all.

***Because there has not been any public market for the CVRs, the market price and trading volume of the CVRs may be volatile.***

Neither Abraxis nor Celgene can predict the extent to which investor interest will lead to a liquid trading market in the CVRs or whether the market price of the CVRs will be volatile following the merger. The market price of the CVRs could fluctuate significantly for many reasons, including, without limitation:

as a result of the risk factors listed in this proxy statement/prospectus;

in the ability of Celgene to obtain FDA approval of Abraxane® in a manner that will require milestone payments to be made or to sell Abraxane® or Abraxis pipeline products at a level that will require royalties on

these products to be paid to the holders of the CVRs;

for reasons unrelated to operating performance, such as reports by industry analysts, investor perceptions, or negative announcements by our customers or competitors regarding their own performance;

regulatory changes that could impact Celgene's business; and

general economic, securities markets and industry conditions.

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*Upon expiration of Celgene's obligations to use diligent efforts to achieve each of the CVR milestones and to sell Abraxane® or any of the other Abraxis pipeline products, Celgene may discontinue such efforts, which would have an adverse effect on the value, if any, of the CVRs.*

Celgene has agreed to use diligent efforts, until the net sales payment termination date, to sell Abraxane® or any of the other Abraxis pipeline products for which Celgene has obtained regulatory approval for the commercial manufacture, marketing and sale thereof.

Celgene has also agreed to use diligent efforts to obtain FDA approval for the commercial manufacture, marketing and sale of Abraxane® for the treatment of melanoma, ovarian cancer, bladder cancer and first-line metastatic breast cancer until the earlier of the net sales payment termination date or such time that the data generated in an appropriate clinical trial does not support further development of Abraxane® for the applicable indication.

However, under the CVR agreement, the definition of diligent efforts allows for the consideration of a variety of factors in determining the efforts Celgene is required to use to sell Abraxane® or any of the other Abraxis pipeline products and to obtain additional regulatory approvals of Abraxane®. The CVR agreement defines diligent efforts as, with respect to any product, efforts of a person to carry out its obligations in a diligent manner using such effort and employing such resources normally used by such person in the exercise of its reasonable business discretion relating to the research, development or commercialization of a product, that is of similar market potential at a similar stage in its development or product life, taking into account issues of market exclusivity (including patent coverage, regulatory and other exclusivity), safety and efficacy, product profile, the competitiveness of alternate products in the marketplace or under development, the launch or sales of a generic or biosimilar product, the regulatory structure involved, and the profitability of the applicable product (including pricing and reimbursement status achieved), and other relevant factors, including technical, commercial, legal, scientific, and/or medical factors.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus and the documents incorporated by reference herein contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act) that involve risks and uncertainties, as well as assumptions and information that are based on the current beliefs and expectations of the respective managements of Abraxis and Celgene, as the case may be. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including any projections of earnings, revenues, synergies, margins, royalties, profit split payments, net sales or other financial items; any statements of the plans, strategies and objectives of management for future operations, including integration and any potential restructuring plans and the anticipated timing of filings and approvals relating to the merger; any statements concerning proposed new products, services, developments or industry rankings; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. In addition to the foregoing, when used in or incorporated by reference into this proxy statement/prospectus, the words anticipate, believe, plan, estimate, expect, and intend and other similar expressions, as they relate to Abraxis or Celgene or their respective managements or stockholders, are intended to identify forward-looking statements.

Such forward-looking statements, whether expressed or implied, reflect the current views of Abraxis and Celgene with respect to future events and are subject to a number of known and unknown risks, delays, uncertainties and other important factors which could cause the actual results of Abraxis or Celgene to differ materially from those implied by such forward-looking statements, due to a number of factors, many of which are beyond either Abraxis or Celgene's control, which include, but are not limited to, those set forth under the heading Risk Factors; the risks described in Abraxis filings with the SEC, including Abraxis Annual Report on Form 10-K for the year ended December 31, 2009

and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010; the risks described in Celgene's filings with the SEC, including Celgene's Annual Report on Form 10-K for the year ended December 31, 2009 and its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010; and the following important factors and assumptions that could affect the future results of Celgene following the merger, or the future results of Abraxis and Celgene if the merger does not occur,

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and could cause actual results to differ materially from the results, performance or other expectations implied or expressed in any forward-looking statements:

the market adoption of and demand for existing and new pharmaceutical products;

the ability to maintain and/or improve revenues and/or earnings;

the ability to successfully manufacture products in an efficient, timely and cost-effective manner;

anticipated dates on which Abraxis and Celgene will begin marketing certain products or therapies or will reach specific milestones in the development and implementation of their respective business strategies;

the impact on products and revenues of patents and other owned or licensed proprietary rights;

compliance with laws, regulations and standards, and the application and interpretation of those laws, regulations and standards, that govern or affect the pharmaceutical industry, the non-compliance with which may delay or prevent the sale of products;

the possibility that the merger may involve unexpected costs;

the difficulty in predicting the timing or outcome of product development efforts and regulatory approvals;

risks that the merger disrupts Abraxis' current plans and operations, and the potential difficulties for Abraxis employee retention as a result of the announcement or completion of the merger;

the outcome of any pending or future litigation and administrative claims;

the impact of recent legislation changes to the governmental reimbursement system;

the ability of Celgene following the merger to generate net sales sufficient to trigger a payment under the CVRs and/or achieve milestones;

challenges of integration and restructuring associated with the merger or other planned acquisitions and the challenges of achieving anticipated synergies; and

other matters that are not historical facts and other risks that are described in the section titled "Risk Factors" and in the documents that are incorporated by reference into this proxy statement/prospectus.

If any of these risks or uncertainties materialize or any of these assumptions prove incorrect, results of Abraxis and Celgene could differ materially from the expectations in these statements. Abraxis and Celgene do not undertake any obligation to update these forward-looking statements, except as required by law.

**INFORMATION ABOUT THE SPECIAL MEETING**

This section contains information about the special meeting of Abraxis stockholders, which we refer to as the special meeting, that has been called to consider and act on the proposal to adopt the merger agreement.

**Date, Time and Place of the Special Meeting**

The stockholders of Abraxis will hold a special meeting at the Fairmont Miramar, 101 Wilshire Boulevard, Santa Monica, California, on October 13, 2010, at 10:00 a.m. local time, unless the special meeting is adjourned or postponed.

**Purpose of the Special Meeting**

At the special meeting, Abraxis stockholders will be asked to consider and act on a proposal to adopt the merger agreement.

**Record Date; Shares Entitled to Vote; Outstanding Shares**

Only stockholders listed on Abraxis records at the close of business on September 10, 2010, the record date for the special meeting, are entitled to receive notice of and to vote at the special meeting, or any adjournments or postponements of the special meeting. As of the close of business on the record date, there were [ ] shares of

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Abraxis common stock outstanding and entitled to vote at the special meeting. Each holder of Abraxis common stock is entitled to one vote for each share of Abraxis common stock held as of the record date.

A complete list of Abraxis stockholders entitled to vote at the special meeting will be available for inspection at the principal place of business of Abraxis during regular business hours for a period of no less than ten days before the special meeting, as well as the place of the special meeting during the meeting.

## **Ownership of Shares**

If your shares are registered directly in your name with Abraxis transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, this proxy statement/prospectus and the enclosed proxy card have been sent directly to you by Abraxis.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. This proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner of shares held in street name, you have the right to direct your broker, bank or other nominee how to vote your shares by using the voting instruction card included in the mailing.

## **Quorum**

In order to transact business at the special meeting, a quorum of Abraxis stockholders must be present. A quorum will exist if holders of a majority of the outstanding shares of Abraxis common stock as of the close of business on the record date are present in person, or represented by proxy, at the special meeting. The presence at the special meeting, either in person or by proxy, of the principal stockholders will establish a quorum. If a quorum is not present, the special meeting may be adjourned to a later date.

Holders of shares of Abraxis common stock present in person at the special meeting but not voting, and shares of Abraxis common stock for which Abraxis has received proxies indicating that their holders have abstained, will be counted as present at the special meeting for purposes of determining whether a quorum is established.

## **Vote Required**

Provided a quorum of stockholders is present in person or by proxy at the special meeting, in order to adopt the merger agreement, holders of a majority of the outstanding shares of Abraxis common stock must cast a vote in favor of the proposal to adopt the merger agreement. Because approval is based on the affirmative vote of a majority of the outstanding shares of Abraxis common stock, an Abraxis stockholder's failure to submit a proxy card or to vote in person at the special meeting or an abstention from voting, or the failure of a Abraxis stockholder who holds his or her shares in street name through a broker, bank or other nominee to give voting instructions to such broker, bank or other nominee, will have the same effect as a vote AGAINST the adoption of the merger agreement.

If there are not sufficient votes to adopt the merger agreement at the time of the special meeting, a majority of the votes present in person or by proxy (whether or not a quorum is present) may adjourn the meeting to another time and place in order to solicit additional proxies. Abstentions and broker non-votes will have the same effect as a vote AGAINST the proposal to adjourn the special meeting. Shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.

## **Recommendation of the Abraxis Board of Directors**



The Abraxis board of directors unanimously determined that the transactions contemplated by the merger agreement, including the merger, are advisable and fair to, and in the best interest of, Abraxis and its stockholders, adopted the merger agreement and declared advisable the merger. The Abraxis board of directors unanimously recommends that Abraxis stockholders vote **FOR** the proposal to adopt the merger agreement. See The Merger Reasons for the Merger.

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Abraxis stockholders should carefully read this proxy statement/prospectus in its entirety for more detailed information concerning the merger agreement and the transactions contemplated by the merger agreement, including the merger. In addition, Abraxis stockholders are directed to the merger agreement, which is attached as Annex A to this proxy statement/prospectus.

### **Voting by the Principal Stockholders**

On June 30, 2010, the principal stockholders, who together own approximately 82.1% of the outstanding shares of Abraxis common stock as of the record date, entered into a voting agreement with Celgene and merger sub, under which they agreed, subject to the terms thereof, to vote all of their shares of Abraxis common stock in favor of the approval and adoption of the merger agreement and the transactions contemplated by the merger agreement and against, among other things, any business combination or extraordinary corporate transaction involving Abraxis or any or its subsidiaries, other than the merger or any business combination or transaction with Celgene or any of its affiliates. Each of the principal stockholders also granted an irrevocable proxy to Celgene to vote or execute consents with respect to such principal stockholder's shares of Abraxis common stock in accordance with the preceding sentence. The voting agreement will terminate upon the earliest to occur of: (1) the completion of the merger, (2) any material amendment to the merger agreement that is adverse to the principal stockholders that has not been approved by them and (3) the termination of the merger agreement in accordance with its terms. The principal stockholders' vote will be sufficient under Delaware law to adopt the merger agreement without the approval of any other stockholder of Abraxis.

### **Stock Ownership of, and Voting by, Abraxis Directors and Executive Officers**

As of the record date, directors and executive officers of Abraxis had the right to vote [ ] shares of Abraxis common stock, entitling them to collectively cast approximately [ ]% of the votes entitled to be cast at the special meeting. This includes [ ] shares of Abraxis common stock that the principal stockholders had the right to vote. As noted above, the principal stockholders have agreed collectively to vote their shares of Abraxis common stock in favor of the adoption of the merger agreement.

Except as described above as to shares held by the principal stockholders, none of Abraxis' directors or officers has entered into any agreement requiring them to vote for or against the proposal to adopt the merger agreement.

### **How to Vote**

There are two ways for Abraxis stockholders to vote:

*Mail.* You can vote by mail by completing, signing, dating and mailing your proxy card or voting instruction card in the postage-paid envelope included with this proxy statement/prospectus. Abraxis must receive your proxy card no later than the close of business on [ ], 2010.

*In Person.* In addition, all Abraxis stockholders as of the record date may attend the special meeting and vote in person. You may also be represented by another person at the special meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares held in street name, you must obtain a proxy from your broker, bank or other nominee and present it to the inspectors of election with your ballot when you vote at the special meeting.

### **Voting of Shares Held in Street Name**

If your shares are held in an account at a broker, bank or other nominee, you must instruct the broker, bank or other nominee on how to vote your shares by following the instructions that the broker, bank or other nominee provides you with this proxy statement/prospectus. If you do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. This is referred to in this proxy statement/prospectus and in general as a broker non-vote. In these cases, the broker, bank or other nominee can register your shares as being present at the special meeting for purposes of determining a quorum, but will not be able to vote your shares on those matters for which specific authorization is required. Brokers do not have discretionary authority to vote on the proposal to adopt the merger agreement. Therefore, a broker non-vote will have the same effect as a vote AGAINST adoption of the merger agreement.

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### **Attending the Special Meeting**

All Abraxis stockholders as of the close of business on the record date may attend the special meeting by showing photo identification and signing in at the special meeting. If you are a stockholder of record (i.e., your shares are held in your name), you must list your name as it appears on your stock ownership records from American Stock Transfer & Trust Company. Your proxy card will admit you and one guest. If you hold shares through a broker, bank or other nominee, you must also provide a copy of your bank, broker or other nominee statement showing your ownership as of the close of business on the record date.

### **Voting of Proxies**

If you vote by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a stockholder of record and you sign, date and return your proxy card but do not indicate how you want to vote or do not indicate that you wish to abstain, your shares will be voted **FOR** the adoption of the merger agreement.

### **Revoking Your Proxy**

If you are a stockholder of record, you may revoke your proxy at any time before it is voted at the special meeting by:

sending a signed notice of revocation to the Corporate Secretary of Abraxis;

submitting a revised proxy bearing a later date; or

attending the special meeting and voting in person, which will automatically cancel any proxy previously given, or revoking your proxy in person, but your attendance alone will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy no later than the beginning of the special meeting. If you are a beneficial owner of shares of Abraxis common stock, you may submit new voting instructions by contacting your broker, bank or other nominee. You may also vote in person at the special meeting if you obtain a proxy from your broker, bank or other nominee and present it to the inspectors of election with your ballot when you vote at the special meeting.

### **Solicitation of Proxies**

This proxy statement/prospectus is furnished in connection with the solicitation of proxies by the Abraxis board of directors to be voted at the special meeting. Abraxis will bear all costs and expenses in connection with the solicitation of proxies, including the charges of brokerage houses and other custodians, nominees or fiduciaries for forwarding documents to security owners. Proxies may also be solicited by certain of Abraxis directors, officers and employees by telephone, electronic mail, letter, facsimile or in person, but no additional compensation will be paid to them.

*Stockholders should not send stock certificates with their proxies.* A letter of transmittal and instructions for the surrender of Abraxis common stock certificates will be mailed to Abraxis stockholders shortly after the completion of the merger.

### **Stockholders Sharing an Address**

Consistent with notices sent to record stockholders sharing a single address, Abraxis is sending only one copy of this proxy statement/prospectus to that address unless Abraxis received contrary instructions from any stockholder at that address. This householding practice reduces Abraxis printing and postage costs. Stockholders may request to discontinue householding, or may request a separate copy of this proxy statement/prospectus by one of the following methods:

record stockholders wishing to discontinue or begin householding, or any record stockholder residing at a household address wanting to request delivery of a copy of this proxy statement/prospectus should contact

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the Corporate Secretary at Abraxis BioScience, Inc., 11755 Wilshire Boulevard, Suite 2000, Los Angeles, CA 90025; and

stockholders owning their shares through a bank, broker or other holder of record who wish to either discontinue or begin householding should contact their record holder.

**Other Business**

The Abraxis board of directors is not aware of any other business to be acted upon at the special meeting.

**Assistance**

If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact:

Abraxis BioScience, Inc.  
Attention: Investor Relations  
11755 Wilshire Boulevard, Suite 2000  
Los Angeles, California 90025  
Telephone Number: (310) 883-1300.

**THE PARTIES TO THE MERGER**

**Celgene Corporation**

*86 Morris Avenue  
Summit, New Jersey 07901  
Telephone: (908) 673-9000*

Celgene Corporation, a corporation organized under the laws of Delaware, which we refer to as Celgene, is a global integrated biopharmaceutical company primarily engaged in the discovery, development and commercialization of innovative therapies designed to treat cancer and immune-inflammatory related diseases. Celgene is dedicated to innovative research and development which is designed to bring new therapies to market. Celgene is also involved in research in several scientific areas that may deliver proprietary next-generation therapies, targeting areas such as intracellular signaling pathways in cancer and immune cells, immunomodulation in cancer and autoimmunity and placental cell, including stem and progenitor cell, research. The drug and cell therapies Celgene develops are designed to treat life-threatening diseases or chronic debilitating conditions.

Celgene common stock is listed on The NASDAQ Global Select Market, under the symbol CELG.

Additional information about Celgene is included in the documents incorporated by reference into this proxy statement/prospectus. See [Where You Can Find More Information](#).

**Abraxis BioScience, Inc.**

*11755 Wilshire Boulevard, Suite 2000  
Los Angeles, California 90025  
Telephone: (310) 883-1300*

Abraxis BioScience, Inc., a corporation organized under the laws of Delaware, which we refer to as Abraxis, is a fully integrated global biotechnology company dedicated to the discovery, development and delivery of next-generation therapeutics and core technologies that offer patients safer and more effective treatments for cancer and other critical illnesses. Abraxis product portfolio includes the chemotherapeutic compound Abraxan<sup>®</sup>, which is based on Abraxis proprietary tumor targeting technology known as the nab<sup>®</sup> platform. The first product approved by the U.S. Food and Drug Administration, which we refer to as FDA, to use this nab<sup>®</sup> platform, Abraxane<sup>®</sup>, was launched in 2005 for the treatment of metastatic breast cancer and is now approved in 41 countries. Abraxis continues to expand the nab<sup>®</sup> platform through a robust clinical program and deep product pipeline.

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Abraxis common stock is listed on The NASDAQ Global Select Market under the symbol ABII.

Additional information about Abraxis is included in the documents incorporated by reference into this proxy statement/prospectus. See [Where You Can Find More Information](#).

### **Artistry Acquisition Corp.**

*86 Morris Avenue  
Summit, New Jersey 07901  
Telephone: (908) 673-9000*

Artistry Acquisition Corp., a corporation organized under the laws of Delaware, which we refer to as merger sub, was formed solely for the purpose of facilitating the merger. Merger sub has not carried on any activities or operations to date, except for those activities incidental to its formation and undertaken in connection with the transactions contemplated by the merger agreement. By operation of the merger, merger sub will be merged into Abraxis, merger sub's separate existence will cease and Abraxis will become a direct or indirect wholly-owned subsidiary of Celgene.

## **THE MERGER**

The following is a description of the material aspects of the merger. While we believe that the following description covers the material terms of the merger, the description may not contain all of the information that may be important to you. The discussion of the merger in this proxy statement/prospectus is qualified in its entirety by reference to the merger agreement, which is attached to this proxy statement/prospectus as Annex A and incorporated by reference into this proxy statement/prospectus. We encourage you to read carefully this entire proxy statement/prospectus, including the merger agreement, for a more complete understanding of the merger.

### **Background of the Merger**

On January 20, 2009, Abraxis announced its intention to spin-off Abraxis Health, a new company that would hold the assets and liabilities constituting the drug discovery, manufacturing and development operations then being conducted by Abraxis. On January 21, 2009, Abraxis Health filed a Registration Statement on Form 10 with respect to the spin-off.

On May 15, 2009, Bruce Wendel, Abraxis' current Chief Executive Officer and then Executive Vice President of Corporate Operations and Development, received a telephone call from a senior executive of a company that we refer to as Party A inquiring about Abraxis' interest in providing Party A with a European license for Abraxan®. Mr. Wendel indicated that Abraxis was not interested in pursuing licensing transactions at that time. Later in May 2009, Party A expressed interest in exploring a potential acquisition of Abraxis in connection with the then contemplated spin-off of Abraxis Health and requested access to non-public information regarding Abraxis so that it could formulate a proposal.

Between June 2009 and March 2010, following the execution of a confidentiality agreement by Party A, Abraxis provided Party A with access to certain non-public information requested by Party A. In addition, Mr. Wendel, and other members of Abraxis management made presentations to representatives of Party A regarding Abraxis and its operations.

In September 2009, Party A made a preliminary non-binding proposal to acquire Abraxis simultaneously with a spin-off of Abraxis Health in a transaction in which Abraxis stockholders would receive an upfront cash payment and shares of Abraxis Health in the spin-off. Abraxis Health would be entitled to receive annual royalties based on the net



sales of Abraxane® through 2020. After reviewing Party A's proposal with representatives of Lazard Frères & Co. LLC, which we refer to as Lazard, and Goldman, Sachs & Co., which we refer to as Goldman Sachs, and engaging in further discussions with Party A, including a meeting on November 19, 2009, Abraxis rejected Party A's proposal.

In September 2009, after receiving the non-binding proposal from Party A, Abraxis directed representatives of Lazard and Goldman Sachs to contact potential acquirors to assess their interest in a potential acquisition of

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Abraxis. Representatives of Lazard and Goldman Sachs thereafter contacted more than 20 potential acquirors of Abraxis.

On September 19, 2009, representatives of Lazard and George Golumbeski, Senior Vice President of Business Development for Celgene, discussed exploring a possible transaction with Abraxis. Celgene and Abraxis executed a mutual non-disclosure agreement effective as of October 16, 2009, with only limited diligence taking place at this time and no subsequent plans for additional meetings.

Between October 2009 and March 2010, of the parties contacted by representatives of Lazard and Goldman Sachs, 10 parties executed confidentiality agreements and performed due diligence on Abraxis. Following execution of the confidentiality agreements, the parties and their legal and financial advisors were given access to due diligence materials and several attended management presentations given by members of management of Abraxis. From October 2009 through March 2010, representatives of Abraxis engaged in periodic discussions and meetings with parties that had executed confidentiality agreements with Abraxis, including Party A. At such meetings, the parties discussed general industry trends and the potential strategic fit of Abraxis with their companies and various due diligence matters.

On January 28, 2010, Abraxis publicly reiterated its intention to complete the spin-off of Abraxis Health in 2010.

On March 12, 2010, a potential acquiror, who we refer to as Party B, executed a confidentiality agreement. Following the execution of the confidentiality agreement, Party B and its legal and financial advisors were provided access to due diligence information regarding Abraxis.

On March 17, 2010, Mr. Wendel and other members of Abraxis management made a presentation to representatives of Party B regarding Abraxis and its operations. After this meeting, Party B indicated that it was interested in concluding a transaction to acquire Abraxis simultaneously with the spin-off of Abraxis Health.

Also on March 17, 2010, Abraxis announced that it had achieved the primary endpoint of overall response rate in its Phase 3 trial comparing Abraxane<sup>®</sup> with Taxol<sup>®</sup>, both in combination with carboplatin, in the first-line treatment of patients with advanced non-small cell lung cancer. As a result of this announcement, representatives of Lazard and Goldman Sachs received several phone calls from parties expressing an interest in a possible strategic transaction with Abraxis. In addition, discussions with Party A, Party B and four other potential acquirors continued.

In light of the March 17th data announcement, on March 18, 2010, Celgene contacted representatives of Lazard to schedule a meeting in April with representatives of Abraxis. The meeting was scheduled for April 20, 2010.

On March 30 and 31, 2010, Party B performed due diligence on Abraxis manufacturing facility in Phoenix, Arizona.

On April 5, 2010, at a meeting of the Abraxis board of directors, management delivered an update regarding discussions with potential acquirors. After discussion, the Abraxis board of directors unanimously authorized management to continue discussions with interested parties and invite them to submit a preliminary proposal for an acquisition of Abraxis simultaneously with the spin-off of Abraxis Health. The Abraxis board of directors also unanimously authorized management to formally engage investment bankers to assist in this process, and Lazard and Goldman Sachs were formally engaged by Abraxis.

Following this discussion, during the week of April 5, 2010, at the direction of Abraxis, representatives of Lazard and Goldman Sachs distributed a letter to Party B, Celgene and four other potential acquirors inviting them to deliver a non-binding proposal for an acquisition of Abraxis simultaneously with a spin-off of Abraxis Health. During this time, Party A and representatives of Abraxis continued to have discussions.

On April 6, 2010, representatives of Abraxis, Lazard and Celgene held a call to discuss the new Abraxane® data from the Phase 3 non-small cell lung cancer trial in preparation for the April 20, 2010 meeting. During the discussion, Celgene indicated a desire to perform a comprehensive due diligence review of Abraxis and its operations.

On April 20, 2010, Mr. Wendel and other representatives of Abraxis met with representatives of Celgene's Business Development, Clinical Development, Marketing and Regulatory departments at Celgene's headquarters in New Jersey. At the meeting, the parties discussed due diligence topics, general industry trends and the potential strategic opportunity for Celgene to acquire Abraxis. Celgene and representatives from its legal counsel, Jones Day, subsequently performed due diligence on Abraxis' manufacturing facility in Phoenix Arizona on April 29 and 30, 2010 and on the manufacturing facilities in Grand Island, New York and Melrose Park, Illinois on June 2 and 3, 2010, respectively.

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At a meeting of the Abraxis board of directors held on May 5, 2010, members of management updated the board of directors on the on-going discussions with the potential acquirors.

As a result of the April 20th meeting and subsequent diligence conducted by Celgene representatives on April 29th and 30th, Celgene's Business Development executives recommended to Celgene senior management that the company submit a non-binding, preliminary acquisition proposal. On May 12, 2010, Celgene submitted a non-binding, preliminary proposal, subject to further due diligence, to acquire the outstanding shares of Abraxis common stock. This initial proposal contemplated the acquisition by Celgene of all of the outstanding shares of Abraxis common stock at a price per share of \$62.00 in cash plus the following post-closing payments to the stockholders of Abraxis:

\$250 million upon the achievement of FDA approval of Abraxane<sup>®</sup> for use in the treatment of non-small cell lung cancer, which approval permits Celgene to market Abraxane<sup>®</sup> under a label that includes a progression free survival claim;

\$300 million upon the achievement of FDA approval of Abraxane<sup>®</sup> for use in the treatment of pancreatic cancer, which approval permits Celgene to market Abraxane<sup>®</sup> under a label that includes an overall survival claim; and

Cash payments equal to 5% of annual net sales of Abraxane<sup>®</sup> in excess of \$2.5 billion in any year.

The proposal indicated that Celgene was open to discussing the most efficient manner to deliver the post-closing payments. Celgene indicated that the proposal assumed the full acquisition of Abraxis' nab<sup>®</sup> technology platform, all of Abraxis' manufacturing operations and all compounds in development by Abraxis but indicated that Celgene would consider a simultaneous spin-off of Abraxis Health with certain assets, including potential access by Abraxis Health to the nab<sup>®</sup> technology, to be determined.

On May 20, 2010, Party B submitted a non-binding, preliminary proposal, subject to further due diligence, to acquire 100% of the outstanding shares of Abraxis common stock. The proposal contemplated the spin-off of Abraxis Health simultaneous with the acquisition of Abraxis and included up-front cash consideration and post-closing cash payments based on the achievement of certain milestones and royalty payments.

On May 24, 2010, Sol Barer, the current Executive Chairman of Celgene and then Chairman and Chief Executive Officer, and Robert Hugin, the current Chief Executive Officer of Celgene and then President and Chief Operating Officer, met with Dr. Patrick Soon-Shiong, Executive Chairman of Abraxis in Los Angeles. Mr. Wendel was also present. At this time, Dr. Soon-Shiong discussed Abraxane<sup>®</sup>, the nab<sup>®</sup> pipeline products and the nab<sup>®</sup> technology, as well as other technologies and assets being pursued by Abraxis, including those technologies and assets that were previously identified for a potential spin off of Abraxis Health. The participants also discussed Celgene's non-binding proposal and Celgene's principal interest in Abraxane<sup>®</sup>, the nab<sup>®</sup> pipeline products and the nab<sup>®</sup> technology being the primary strategic fit with Celgene's businesses. Following the meeting, representatives of Abraxis and Celgene, together with representatives of the legal and financial advisors to Celgene, and representatives of Morrison & Foerster LLP, Abraxis' intellectual property counsel, held due diligence meetings in Los Angeles on May 25 and 26.

In late May 2010, Abraxis learned from the United States Patent and Trademark Office that a pending patent application covering Abraxane<sup>®</sup> with composition of matter and method of use claims would be receiving a notice of allowance that could extend patent coverage for Abraxane<sup>®</sup> through the end of 2023. At the direction of Abraxis, representatives of Lazard, Goldman Sachs and an additional financial advisor retained by Abraxis, Merrill Lynch, Pierce, Fenner & Smith Incorporated, which we refer to as BofA Merrill Lynch, shared this information with interested parties, including Celgene, Parties A and B and several other global pharmaceutical companies that had

performed due diligence on Abraxis.

On June 1, 2010, at the instruction of Abraxis, representatives of Lazard, Goldman Sachs and BofA Merrill Lynch, distributed a letter to Celgene and Party B inviting them to submit their final proposals for an acquisition of Abraxis. Later that week, Dr. Soon-Shiong and Party B's Chief Executive Officer held a telephone conference to discuss Party B's non-binding proposal in more detail and the potential strategic fit of their companies as well as the process and timing for a potential transaction.

At a meeting of the Abraxis board of directors held on June 3, 2010, management updated the board of directors on the transaction process and discussed the non-binding, preliminary proposals received from Celgene and Party B.

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From June 2, 2010 to June 4, 2010, representatives of Celgene and Jones Day conducted diligence at Abraxis Grand Island, New York and Melrose Park, Illinois manufacturing facilities.

On June 4, 2010, at the instruction of Abraxis, representatives of Lazard distributed to Celgene and Party B drafts of a merger agreement, a CVR agreement and a voting agreement to be entered into by certain principal stockholders of Abraxis. On June 9, 2010, at the instruction of Abraxis, representatives of Lazard distributed to Celgene and Party B a draft of a term sheet outlining the principal terms and agreements of the spin-off of Abraxis Health.

Subsequent to the draft definitive agreements and term sheet being provided to Celgene and Party B and at the direction of Abraxis, representatives of Lazard, Goldman Sachs and BofA Merrill Lynch requested that Celgene and Party B deliver marked copies of the transaction documents by Friday, June 18, 2010, and deliver a final acquisition proposal on Monday, June 21, 2010.

During the week of June 14, representatives of Jones Day and Fried Frank Harris Shriver & Jacobson LLP, counsel to Abraxis which we refer to as Fried Frank, engaged in telephone conferences to discuss various terms of the draft transaction documents circulated to Celgene.

On June 17, 2010, Dr. Soon-Shiong and Mr. Hugin met again in Los Angeles to discuss the proposed next steps in the transaction and various other matters. At this meeting, Mr. Hugin indicated that, because of the complexity and potential delay involved in a simultaneous spin-off and in the interest of consummating an acquisition expeditiously, Celgene was prepared to acquire all of Abraxis without a simultaneous spin-off of Abraxis Health.

On June 18, 2010, Celgene delivered to representatives of Lazard a markup of the draft merger agreement, voting agreement and CVR agreement as well as a markup of the term sheet for the Abraxis Health spin-off. The accompanying cover letter and subsequent communications re-iterated that, for the sake of simplicity and timing, Celgene was interested in acquiring Abraxis without the spin-off of Abraxis Health and strongly believed proceeding with a full acquisition of Abraxis would benefit timing of the completion of the transaction and simplify the necessary agreements. The draft agreements provided for execution by the principal stockholders of an action by written consent approving and adopting the merger agreement immediately after the SEC's declaration that the registration statement required for the issuance of the CVRs was effective, providing that until such time the Abraxis board of directors could terminate the agreement to accept a superior acquisition proposal, and prohibited the principal stockholders from engaging in discussions with a third party that made an unsolicited proposal even in circumstances where Abraxis would be permitted under the merger agreement to engage in those discussions. The markup also contemplated that Dr. Soon-Shiong and potentially other employees of Abraxis would execute noncompetition agreements in favor of Celgene.

On June 21, 2010, Celgene submitted a revised proposal, subject to certain limited confirmatory due diligence items, to acquire all of the outstanding shares of Abraxis common stock. This proposal contemplated the acquisition by Celgene of all of the outstanding shares of Abraxis common stock at a price per share of \$70.00 in cash plus the following post-closing payments through the CVRs:

\$250 million upon the achievement of FDA approval of Abraxane<sup>®</sup> for use in the treatment of non-small cell lung cancer, which approval permits Celgene to market Abraxane<sup>®</sup> under a label that includes a progression free survival claim;

\$100 million upon the achievement of accelerated FDA approval of Abraxane<sup>®</sup> for use in the treatment of pancreatic cancer based on phase I/II data;

\$300 million upon the achievement of FDA approval of Abraxane<sup>®</sup> for use in the treatment of pancreatic cancer, which approval permits Celgene to market Abraxane<sup>®</sup> under a label that includes an overall survival claim; and

Cash payments equal to 2.5% of annual net sales of Abraxane<sup>®</sup> between \$1.5 billion and \$2.5 billion and 5% of annual net sales of Abraxane<sup>®</sup> in excess of \$2.5 billion.

The proposal indicated that the payment of the milestone payments in the first three bullets above was contingent on achievement of the milestone within 5 years after the completion of the merger. The proposal also contemplated a potential spin-off of Abraxis Health immediately prior to the completion of the merger but did not identify what assets or business would be transferred to Abraxis Health or constitute the Abraxis Health business. In

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subsequent conversations, Celgene again confirmed its interest in an acquisition of all of Abraxis without a spin-off of Abraxis Health.

On June 22, 2010, representatives of Celgene and Jones Day met with representatives of Abraxis, Goldman Sachs and Abraxis regulatory counsel to discuss the current and future potential regulatory approvals of Abraxane® and Abraxis nab® pipeline products.

On June 22, 2010, Party B submitted a proposal to acquire 100% of Abraxis that provided for different payments to be made to each of Dr. Soon-Shiong and his affiliated entities and to other stockholders of Abraxis. Under the proposal, Dr. Soon-Shiong and his affiliated entities would have received only the shares of Abraxis Health at closing plus all future milestone and royalty payments based on Abraxane® approvals and revenues. Abraxis stockholders other than Dr. Soon-Shiong and his affiliated entities would receive only an up front cash payment for their shares. The up front cash payment payable to Abraxis stockholders other than Dr. Soon-Shiong and his affiliated entities would depend on a number of variables, including Abraxis available cash at the completion of any such transaction. Abraxis management made various assumptions regarding the proposed variables and the potential performance of Abraxis pending the completion of such a transaction and based on this analysis concluded that the up front cash payment that would be received by Abraxis stockholders other than Dr. Soon-Shiong and his affiliated entities would be approximately \$72 per share.

Also on June 22, 2010, a special meeting of the Abraxis board of directors was held to discuss the proposals submitted by Celgene and Party B at which members of senior management of Abraxis and representatives of Lazard, Goldman Sachs, BofA Merrill Lynch, Fried Frank and Morrison & Foerster, counsel to the Abraxis board of directors, were present. At the meeting, members of senior management and representatives of Lazard, Goldman Sachs, BofA Merrill Lynch and Fried Frank discussed with the board the terms of the proposals submitted by Celgene and Party B. Also at this meeting, representatives of Lazard, Goldman Sachs and BofA Merrill Lynch noted that they believed they had contacted or been contacted by the most likely potential acquirors for Abraxis. Morrison & Foerster discussed the board's fiduciary duties in connection with a potential acquisition transaction. The Abraxis board of directors then authorized its financial and legal advisors to continue discussions with Celgene pending a scheduled meeting between Dr. Soon-Shiong and Mr. Wendel from Abraxis and Dr. Barer and Mr. Hugin of Celgene on Friday, June 25, 2010 and to continue discussions with Party B.

On June 23, 2010, Fried Frank delivered to Jones Day revised copies of the transaction agreements and on June 24, 2010 representatives of Fried Frank and Jones Day participated in a conference call to discuss the comments to the transaction documents. Among other items, the revised transaction agreements contemplated that the Abraxis board of directors would be permitted to terminate the merger agreement to accept a superior proposal until Abraxis stockholders approved the merger at a special meeting rather than approving the merger by written consent as proposed by Celgene.

On June 24, 2010, Dr. Soon-Shiong and Party B's Chief Executive Officer held a telephone conference to discuss Party B's non-binding proposal in more detail as well as the process and timing for a potential transaction. Later that day, the Abraxis board of directors met and were given an update on the discussions with Celgene and Party B.

On June 25, 2010, Dr. Soon-Shiong and Mr. Wendel met Dr. Barer and Mr. Hugin at the offices of BofA Merrill Lynch in New York. At the meeting, Dr. Soon-Shiong indicated that Abraxis would be prepared to consider Celgene's proposal to acquire all of Abraxis if Celgene would increase the consideration payable to Abraxis stockholders. During the meeting, Celgene revised its proposal offering to pay at closing \$72.00 per share of Abraxis common stock. The parties discussed that approximately 20% of the total merger consideration would be paid in the form of Celgene common stock. The revised proposal provided for cash payments through the CVRs equal to 2.5% of annual net sales of Abraxane® and Abraxis current nab® pipeline products between \$1.0 billion and \$2.0 billion, 5% of



annual net sales of Abraxane® and Abraxis current na® pipeline products between \$2.0 and \$3.0 billion and 10% of annual net sales of Abraxane® and Abraxis current na® pipeline products in excess of \$3.0 billion. Finally, the revised proposal from Celgene provided that the proposed additional \$100 million milestone for accelerated approval of Abraxane® for the treatment of pancreatic cancer could be achieved by any means (and not only by use of Phase I/II data), as long as such approval was achieved by December 31, 2012. At this meeting, Dr. Soon-Shiong indicated that he would review with the Abraxis board of directors, and the board of directors would consider, Celgene's revised proposal.

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Early in the morning of June 26, 2010, Celgene delivered revised drafts of the transaction agreements, including an initial draft of a noncompetition agreement proposed to be executed by Dr. Soon-Shiong and potentially other Abraxis employees in connection with a transaction and a proposed stockholders' agreement to be executed by Dr. Soon-Shiong and his affiliated entities with respect to the shares of Celgene common stock they would receive in the transaction under Celgene's revised proposal. The stockholders' agreement provided that Dr. Soon-Shiong and his affiliated entities (but not other stockholders of Abraxis) would be required to retain the shares of Celgene common stock owned by such stockholder for three years following the merger.

Around June 26 to 27, 2010, Dr. Soon-Shiong and Party B's Chief Executive Officer exchanged further telephone calls regarding the non-binding proposal and the process and timing for a potential transaction.

From June 26 through June 29, 2010, representatives of Fried Frank and Jones Day met in person and exchanged drafts of the transaction documents, and made substantial progress toward finalizing the definitive documentation for the transaction. In addition, Celgene finalized its due diligence review of Abraxis, including conducting confirmatory on-site due diligence at Abraxis' Melrose Park manufacturing facilities on June 28, 2010. Among the key issues subject to negotiation were the period after signing of the merger agreement during which the Abraxis board of directors would be permitted to terminate the merger agreement to accept a superior proposal (with the parties agreeing that the board of directors could terminate the merger agreement to accept a superior proposal until Abraxis stockholders approved the merger at the special meeting) and the size of termination fee payable by Abraxis in the event of such a termination (with the parties ultimately agreeing to a \$145 million termination fee). In addition, Abraxis negotiated that the \$100 million milestone payment for accelerated approval of Abraxane<sup>®</sup> to treat pancreatic cancer, with a label that includes an overall survival claim, would be payable if Abraxane<sup>®</sup> received such approval prior to April 1, 2013 (rather than December 31, 2012) and the parties determined the exchange ratio for the Celgene common stock to be received in the merger using the weighted average sales price of Celgene common stock in the 30 days prior to the announcement of the merger.

On June 28, 2010, a special meeting of the Abraxis board of directors was held to discuss the status of discussions with Celgene and Party B. At the meeting, members of management of Abraxis and representatives of Lazard, Goldman Sachs, BofA Merrill Lynch and Fried Frank discussed with the Abraxis board of directors the status of negotiations of the transaction documentation and the transaction timeline. At the meeting, representatives of Lazard, Goldman Sachs and BofA Merrill Lynch also reviewed with the Abraxis board of directors their financial analyses of the proposed merger consideration in the proposed transaction with Celgene.

On June 29, 2010, the Abraxis board of directors held a special meeting to discuss and consider the negotiated terms of the transaction documents with Celgene and to seek to reach a final determination of the board of directors' views on the merger agreement and the proposed merger. Representatives of Lazard, Goldman Sachs and BofA Merrill Lynch discussed and responded to additional questions from the Abraxis board of directors regarding the financial analyses of the merger consideration previously reviewed with the board of directors. Following further discussion, Lazard, Goldman Sachs and BofA Merrill Lynch orally rendered their respective opinions, each of which was subsequently confirmed by delivery of a written opinion dated June 30, 2010 to the effect that, as of that date and, subject to the qualifications, limitations and assumptions reflected in their respective written opinions, the merger consideration proposed to be received by the holders (other than Dr. Soon-Shiong and his affiliates to the extent excluded from such opinion) of shares of Abraxis common stock pursuant to the merger agreement was fair, from a financial point of view, to such stockholders as more fully described below in "The Merger - Opinions of Financial Advisors to Abraxis". Representatives of Fried Frank then reviewed the terms of the merger agreement and related documents.

Following additional discussion, after considering, among other things, the factors described below under "The Merger Reasons for the Merger - the Abraxis Board of Directors", the Abraxis board of directors unanimously adopted

resolutions reflecting that the proposed terms of the merger agreement and other transaction documents, and the merger and other transactions contemplated by the merger agreement, are advisable, fair to and in the best interests of Abraxis and its stockholders, adopting the merger agreement and other transaction documents, approving the merger and the other transactions contemplated by the merger agreement, and unanimously recommending that Abraxis stockholders adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement.

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After the Abraxis board of directors meeting adjourned, Fried Frank and Jones Day finalized the definitive documentation for the transaction, and the merger agreement and related agreements were executed later the following morning. The transaction was publicly announced in a press release issued before the opening of the market on June 30, 2010.

### **Reasons for the Merger**

#### ***Abraxis Reasons for the Merger***

In evaluating the merger agreement and the merger, the Abraxis board of directors consulted with Abraxis management and legal and financial advisors and, in reaching its decision to approve the merger agreement and to recommend that Abraxis stockholders vote for the adoption of the merger agreement, the Abraxis board of directors considered a variety of factors, including the following:

the fact that the upfront consideration payable in a combination of cash and shares of Celgene common stock represents a premium of (1) 14.3% over the closing price per share of the Abraxis common stock on June 28, 2010 and the high per share price of the Abraxis common stock over the 52 week period ended June 28, 2010; (2) 27.2% over the volume weighted average price per share, or VWAP, over the 30 calendar days ended June 28, 2010; and (3) 41.7% over the closing price per share of the Abraxis common stock on June 1, 2010, the first trading day within the 30 calendar days prior to June 28, 2010;

the fact that approximately 80% of the upfront merger consideration is in the form of cash, which provides immediate liquidity and a high degree of certainty of value to Abraxis stockholders;

the fact that approximately 20% of the upfront merger consideration is in the form of SEC-registered and transferable and tradable Celgene common stock, which allows Abraxis stockholders to participate in the benefits of a more diversified company with greater resources and to benefit from any future growth of the combined company;

the fact that, in addition to cash, each Abraxis stockholder will receive SEC-registered and transferable and tradable CVRs with a potential duration of 20 years, which may provide Abraxis stockholders an opportunity to realize additional value by trading those CVRs in the public markets or, to the extent Abraxis as the surviving corporation generates net sales sufficient to meet certain thresholds and/or achieves certain milestones, through additional cash payments under the terms of the CVRs;

the board of directors view that the stand-alone prospects of Abraxis may be adversely impacted by Abraxis limited financial resources;

the board of directors view that Abraxis stockholders will receive value in the merger that is materially greater than the value realizable by Abraxis stockholders on a stand-alone basis and under any reasonably available transaction alternatives;

the board of directors view that the sales process undertaken with assistance of Lazard, Goldman Sachs and BofA Merrill Lynch, in which multiple potential acquirors of Abraxis were contacted and ten parties executed confidentiality agreements and performed due diligence on Abraxis, was an effective process;

the board of directors view that the sale and negotiation process yielded a full and fair price for Abraxis;

the belief that the business of Abraxis could potentially benefit from being part of the larger Celgene corporate group and having access to its international distribution network and customers, and that by virtue of the shares of Celgene common stock and CVRs, Abraxis stockholders would have an ongoing opportunity to participate in those potential benefits;

management's assessment, after consultation with Morgan Stanley & Co. Incorporated, Celgene's financial advisor, that Celgene will have adequate capital resources to pay the cash portion of the merger consideration;

the fact that Abraxis stockholders who do not vote to adopt the merger agreement and who follow certain prescribed procedures are entitled to appraisal rights under Delaware law;

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the fact that Dr. Soon-Shiong and his related entities, which together hold approximately 82% of Abraxis outstanding common stock, indicated their support for the merger and their intention to enter into the voting agreement in support of the merger; and

the respective opinions of Goldman Sachs, Lazard and BofA Merrill Lynch to the Abraxis board of directors that, as of the date of their opinions, and based upon and subject to the qualifications, limitations and assumptions set forth in their respective written opinions, the merger consideration to be received by the holders (other than Dr. Soon-Shiong and his affiliates to the extent excluded from such opinion) of shares of Abraxis common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders, and the financial analyses related thereto prepared by Goldman Sachs, Lazard and BofA Merrill Lynch and described below under "The Merger - Opinions of Financial Advisors to Abraxis".

The Abraxis board of directors also specifically considered the following terms of the merger agreement:

the merger agreement permits Abraxis to respond to, and engage in discussions with, third parties who make unsolicited acquisition proposals, and permits the board of directors to terminate the merger agreement to accept a superior proposal prior to the stockholder vote at the special meeting;

the voting agreement entered into by Dr. Soon-Shiong and his related entities terminates if the merger agreement is terminated by Abraxis to accept a superior proposal, allowing the principal stockholders to support such superior proposal;

the limited and customary conditions to the parties' obligations to complete the merger and the fact that there is no financing condition to Celgene's obligations;

the customary nature of the representations, warranties and covenants of Abraxis in the merger agreement; and

a covenant requiring that Celgene use its reasonable best efforts to register the CVRs under the Securities Act and cause those securities to be listed on The NASDAQ Global Select Market or another exchange, electronic trading network or trading platform as agreed by Abraxis and Celgene and a condition that the shares of Celgene common stock to be issued in the merger be listed on The NASDAQ Global Select Market.

In addition to the merger agreement, the Abraxis board of directors also reviewed, considered and discussed the terms and potential ramifications of the other transaction documents proposed to be executed in connection with the merger agreement, including the voting agreement, the form of CVR agreement (including the potential 20 year duration, the fact that it covers all current nab<sup>®</sup> pipeline products and the fact that it contains certain diligence requirements with respect to development and commercialization), the non-competition agreement pursuant to which the principal stockholders will be generally prohibited for ten years after completion of the merger, subject to certain exceptions, from competing with the Abraxis business in the United States and all other countries in which Abraxis was engaged in the business at the time of the merger and the stockholders' agreement pursuant to which certain of the principal stockholders have agreed not to dispose of any of the shares of Celgene common stock that they acquired in the merger for two years and not to transfer more than 25% of the shares of Celgene common stock held by them immediately after the merger prior to the third anniversary of the merger.

In the course of its deliberations, the Abraxis board of directors also considered a variety of risks and other potentially negative factors, including the following:

the price of Celgene common stock at the closing of the merger may vary significantly from the price of Celgene common stock at the date of the announcement of the merger agreement and the date of this proxy statement/prospectus and the merger agreement does not provide for any mechanism to increase the exchange ratio in such circumstances;

the milestones and net sales goals necessary to trigger payments under the CVRs may not be achieved by Abraxis and Celgene, potentially impacting the value and marketability of the CVRs;

Abraxis has incurred and will continue to incur significant transaction costs and expenses in connection with the proposed transaction, regardless of whether or not the merger is consummated;

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since the merger consideration includes CVRs (which are unsecured obligations and are expressly subordinated to all senior obligations of the issuer), Abraxis stockholders are subject, with respect to the portion of the merger consideration represented by the CVRs, to the risk that there may be limitations on paying amounts as and when they become payable to the holders of the CVRs;

the merger agreement precludes Abraxis from actively soliciting alternative acquisition proposals from third parties;

the deal protection measures in the merger agreement, including the fact that the merger agreement included a \$145 million termination fee and matching rights, may inhibit other potential acquirors from submitting potentially superior proposals to acquire Abraxis and, if Abraxis terminates the merger agreement to accept a superior proposal, would result in an immediate \$145 million payment obligation to Celgene;

if the merger is not consummated for certain reasons, Abraxis may be required to pay a termination fee to Celgene equal to \$145 million (for a full descriptions of the reasons Abraxis would be required to pay a termination fee to Celgene, see *The Merger Agreement Termination Fees and Expenses* );

the operations of Abraxis will be restricted by interim operating covenants under the merger agreement during the period between signing the merger agreement and the closing of the merger, which could effectively prohibit Abraxis from undertaking any strategic initiatives or other material transactions to the detriment of Abraxis and its stockholders;

the receipt by a U.S. holder of the merger consideration in exchange for Abraxis common stock pursuant to the merger will be a taxable transaction for U.S. federal income tax purposes; and

certain of Abraxis directors and executive officers may receive certain benefits that are different from, and in addition to, those of Abraxis other stockholders (See *The Merger Interests of Directors and Executive Officers of Abraxis in the Merger* ).

The foregoing discussion of the information and factors considered by the Abraxis board of directors is not exhaustive but is intended to reflect the material factors considered by the Abraxis board of directors. The Abraxis board of directors did not quantify or assign any relative or specific weight to the various factors that it considered. Rather, the Abraxis board of directors based its recommendation on the totality of the information presented to and considered by it. In addition, individual members of the Abraxis board of directors may have given different weights to different factors.

After careful consideration, the Abraxis board of directors unanimously determined that the merger and the other transactions contemplated by the merger agreement are advisable, fair to and in the best interests of Abraxis stockholders and unanimously approved the merger agreement.

***Celgene's Reasons for the Merger***

The Celgene board of directors unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger. In evaluating the merger agreement and the transactions contemplated by the merger agreement, including the merger, the Celgene board of directors consulted with the management of Celgene and outside legal and financial advisors for Celgene. In determining to approve the merger agreement and the transactions contemplated by the merger agreement, including the merger, the Celgene board of directors considered numerous factors, including the following:



the belief that the acquisition of Abraxis accelerates Celgene's strategy to become a global leader in hematology and oncology by adding Abraxane® to Celgene's existing portfolio of leading cancer therapies;

Abraxane® will provide Celgene with an immediate entry into the solid tumor therapeutic area (or market) because Abraxane® is marketed and approved for second-line use in metastatic breast cancer in the United States and certain international markets. Additionally, based on encouraging clinical data recently announced at major medical meetings, Abraxane® holds the potential to serve patients with a number of other serious cancers such as non-small cell lung and pancreatic cancers, as well as melanoma, ovarian cancer, bladder cancer and first-line metastatic breast cancer;

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Abraxis' core technology, which is known as the nab<sup>®</sup> platform, facilitates the targeting of compounds to tumor cells. The potential of the nab-technology platform coupled with Celgene's innovative drug discovery and development capabilities enhances Celgene's future product pipeline and its potential to deliver multiple novel anti-cancer agents;

The management of Celgene, assisted by advisors for Celgene, reviewed Abraxis' financial condition, results of operations, business, reputation, risks and prospects, and concluded that an acquisition of Abraxis provides Celgene with additional current revenue that could significantly increase if regulatory approvals for Abraxane<sup>®</sup> in non-small cell lung and pancreatic cancers are received;

the exchange ratio of 0.2617 of a share of Celgene common stock for each share of Abraxis common stock is fixed and will not be adjusted for fluctuations in the market price of Celgene common stock or Abraxis common stock and the fact that, because the exchange ratio under the merger agreement is fixed, the per share value of the merger consideration to be paid to Abraxis stockholders upon completion of the merger could be significantly more or less than its implied value immediately prior to the announcement of the merger agreement;

the resulting percentage ownership interests and voting power that current Celgene stockholders would have in Celgene following the merger;

the fact that the CVRs will require Celgene to pay additional consideration only if specified regulatory approval milestones are achieved for Abraxane<sup>®</sup> or sales of Abraxane<sup>®</sup> and the Abraxis pipeline products exceed at least \$1.0 billion in annual net sales;

the terms and conditions of the merger agreement; and

current industry, economic and market conditions and trends, including Abraxis' market position.

The Celgene board of directors also considered a number of potentially negative factors in its deliberations considering the merger, including:

the risk that the safety and/or efficacy results of clinical trials of Abraxane<sup>®</sup> and other Abraxis pipeline products will not support additional FDA or other regulatory agencies approval of those products;

competition and its effect on pricing, spending, third-party relationships and revenues;

the risk that regulatory authorities will condition their approval of the merger on Celgene's agreement to divestitures or other actions that could negatively impact the business and prospects of the Celgene following the completion of the merger, which Celgene has, subject to limited exceptions, agreed under the merger agreement to undertake if necessary to complete the merger;

the possible disruption to Celgene's business that may result from the merger, including the resulting distraction of the attention of the management of Celgene, and the costs and expenses associated with completing the merger;

the risks that the potential benefits, synergies and cost savings sought in the merger may not be realized or may not be realized within the expected time period, and that the cost of achieving such benefits, synergies and savings may be significantly higher than estimated;

the fact that Celgene has historically sold or otherwise disposed of non-core assets of companies that it acquires and may not be able to sell the non-core assets of Abraxis at fair market value, if at all, and prior to any such sale, Celgene will be required to expend the resources necessary to maintain and operate these assets, which may distract from Celgene's core businesses;

potential changes in reimbursement policies or rates for Abraxane<sup>®</sup> or the Abraxis pipeline products;

the ability of Celgene and Abraxis to successfully protect and enforce their respective intellectual property rights; and

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the other risks described in the section entitled Risk Factors.

In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the Celgene board of directors did not find it useful, and did not attempt, to quantify, rank or otherwise assign any relative or specific weights to the factors that it considered in reaching its determination to approve the merger agreement and the transactions contemplated by the merger agreement, including the merger. In addition, individual members of the Celgene board of directors may have given differing weights to differed factors. The Celgene board of directors conducted an overall analysis of the factors described above, including through discussions with, and inquiry of, the management of Celgene and outside legal and financial advisors regarding certain of the matters described above.

**Opinions of Financial Advisors to Abraxis**

***Merrill Lynch, Pierce, Fenner & Smith Incorporated***

On June 29, 2010, at a meeting of the Abraxis board of directors held to evaluate the merger, BofA Merrill Lynch rendered to the Abraxis board of directors an oral opinion, which was confirmed by delivery of a written opinion dated June 30, 2010, to the effect that, as of the date of the opinion, and based upon and subject to the factors, assumptions and limitations set forth therein, the merger consideration to be received in the merger by holders of Abraxis common stock (other than Dr. Soon-Shiong and his affiliates) was fair, from a financial point of view, to such holders.

**The full text of the written opinion of BofA Merrill Lynch to the Abraxis board of directors, dated June 30, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this proxy statement/prospectus as Annex E. The following summary of BofA Merrill Lynch's opinion is qualified in its entirety by reference to the full text of the opinion. BofA Merrill Lynch provided its opinion to the Abraxis board of directors for the benefit and use of the Abraxis board of directors in connection with and for purposes of its evaluation of the merger consideration from a financial point of view. BofA Merrill Lynch's opinion does not address any other aspect of the merger and does not constitute a recommendation to any stockholder as to how to vote or act in connection with the merger or any related matter.**

In connection with rendering its opinion, BofA Merrill Lynch:

reviewed certain publicly available business and financial information relating to Abraxis and Celgene;

reviewed certain internal financial and operating information with respect to the business, operations and prospects of Abraxis furnished by or discussed with the management of Abraxis, including certain internal financial analyses and forecasts relating to Abraxis prepared by Abraxis management, or the Abraxis forecasts;

reviewed a certain research analysts' publicly available financial forecasts relating to Celgene, which we refer to as the Celgene Analyst Forecasts, as well as publicly available consensus financial forecasts relating to Celgene, which we refer to as the Celgene Consensus Forecasts, and together with the Celgene Analyst Forecasts, the Celgene Public Forecasts;

reviewed estimates as to the amount and timing of certain cost savings and operating synergies anticipated by the management of Abraxis to result from the merger;

discussed the past and current business, operations, financial condition and prospects of Abraxis with members of senior managements of Abraxis and Celgene, and discussed the past and current business, operations, financial condition and prospects of Celgene with members of senior managements of Abraxis and Celgene;

reviewed the potential pro forma financial impact of the merger on the future financial performance of Celgene, including the potential effect on Celgene's estimated earnings per share;

reviewed the trading histories for Abraxis common stock and Celgene common stock and a comparison of such trading histories with the trading histories of other companies BofA Merrill Lynch deemed relevant;

compared certain financial and stock market information of Abraxis and Celgene with similar information of other companies BofA Merrill Lynch deemed relevant;

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compared certain financial terms of the merger to financial terms, to the extent publicly available, of other transactions BofA Merrill Lynch deemed relevant;

considered the results of its efforts on behalf of Abraxis to solicit, at the direction of Abraxis, indications of interest and definitive proposals from third parties with respect to a possible acquisition of Abraxis;

reviewed the merger agreement and certain ancillary agreements thereto; and

performed such other analyses and studies and considered such other information and factors as BofA Merrill Lynch deemed appropriate.

In arriving at its opinion, BofA Merrill Lynch assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with it and relied upon the assurances of the managements of Abraxis and Celgene that they were not aware of any facts or circumstances that would make such information or data inaccurate or misleading in any material respect. With respect to the Abraxis forecasts and the estimates as to the amount and timing of certain cost savings and operating synergies anticipated by the managements of Abraxis to result from the merger, BofA Merrill Lynch was advised by Abraxis, and assumed that they were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Abraxis as to the future financial performance of Abraxis and the other matters covered thereby. The management of Celgene did not provide BofA Merrill Lynch with, and BofA Merrill Lynch did not have access to, financial forecasts relating to Celgene prepared by the management of Celgene, but was directed by management of Celgene to the Celgene Consensus Forecasts. At Abraxis' direction, BofA Merrill Lynch assumed, that the Celgene Analyst Forecasts and the Celgene Consensus Forecasts are a reasonable basis upon which to evaluate the future financial performance of Celgene and, at Abraxis' direction, BofA Merrill Lynch used the Celgene Public Forecasts in performing its analyses. BofA Merrill Lynch did not make or was not provided with any independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of Abraxis or Celgene, nor did it make any physical inspection of the properties or assets of Abraxis or Celgene. BofA Merrill Lynch did not evaluate the solvency or fair value of Abraxis or Celgene under any state, federal or other laws relating to bankruptcy, insolvency or similar matters. BofA Merrill Lynch assumed, at the direction of Abraxis, that the merger would be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement, that the CVRs will not be redeemed and that, in the course of obtaining the necessary governmental, regulatory and other approvals, consents, releases and waivers for the merger, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, would be imposed that would have an adverse effect on Abraxis, Celgene or the contemplated benefits of the merger in any way meaningful to its analysis.

BofA Merrill Lynch expressed no view or opinion as to any terms or other aspects of the merger (other than the merger consideration to the extent expressly specified in its opinion), including, without limitation, the form or structure of the merger. BofA Merrill Lynch's opinion was limited to the fairness, from a financial point of view, of the merger consideration to be received in the merger by holders of Abraxis common stock (other than Dr. Soon-Shiong and his affiliates) and no opinion or view was expressed with respect to any consideration received in connection with the merger by the holders of any other class of securities, creditors or other constituencies of any party. In addition, no opinion or view was expressed with respect to the fairness (financial or otherwise) of the amount, nature or any other aspect of any compensation to any of the officers, directors or employees of any party to the merger, or class of such persons, relative to the merger consideration. Furthermore, no opinion or view was expressed as to the relative merits of the merger in comparison to other strategies or transactions that might be available to Abraxis or in which Abraxis might engage or as to the underlying business decision of Abraxis to proceed with or effect the merger. BofA Merrill Lynch did not express any opinion as to what the value of Celgene common stock actually will be when issued or the

prices at which Abraxis common stock, Celgene common stock or the CVRs will trade at any time, including following announcement or consummation of the merger. In addition, BofA Merrill Lynch expressed no opinion or recommendation as to how any stockholder should vote or act in connection with the merger or any related matter.

BofA Merrill Lynch's opinion was necessarily based on financial, economic, monetary, market and other conditions and circumstances as in effect on, and the information made available to BofA Merrill Lynch as of, the

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date of its opinion. It should be understood that subsequent developments may affect its opinion, and BofA Merrill Lynch does not have any obligation to update, revise or reaffirm its opinion. The issuance of BofA Merrill Lynch's opinion was approved by BofA Merrill Lynch's Americas Fairness Opinion Review Committee.

Abraxis agreed to pay BofA Merrill Lynch for its services in connection with the merger an aggregate fee of \$13 million (provided, that Abraxis may in its sole discretion, pay an additional advisory fee of up to \$2 million), all of which is contingent upon the consummation of the merger. Abraxis also agreed to reimburse BofA Merrill Lynch for its reasonable expenses and to indemnify BofA Merrill Lynch and certain related parties against certain liabilities arising out of its engagement.

BofA Merrill Lynch and its affiliates comprise a full service securities firm and commercial bank engaged in securities, commodities and derivatives trading, foreign exchange and other brokerage activities, and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and financial advisory services and other commercial services and products to a wide range of companies, governments and individuals. In the ordinary course of their businesses, BofA Merrill Lynch and its affiliates invest on a principal basis or on behalf of customers or manage funds that invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in equity, debt or other securities or financial instruments (including derivatives, bank loans or other obligations) of Abraxis, Celgene and certain of their respective affiliates.

BofA Merrill Lynch and its affiliates in the past have provided, currently are providing, and in the future may provide, investment banking, commercial banking and other financial services to Celgene and have received or in the future may receive compensation for the rendering of these services, including (1) having acted as a financial advisor to Celgene in connection with an acquisition transaction and (2) having acted or acting as lender under, or otherwise having extended credit under, certain letters of credit and other arrangements with Celgene.

BofA Merrill Lynch is an internationally recognized investment banking firm that is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes. Abraxis selected BofA Merrill Lynch as a financial advisor in connection with the merger because of its qualifications, expertise and reputation in investment banking and mergers and acquisitions as well as its familiarity with Abraxis and its business.

### *Goldman, Sachs & Co.*

On June 29, 2010, at a meeting of Abraxis board of directors held to evaluate the merger, Goldman Sachs rendered to the board of directors of Abraxis an oral opinion, which was confirmed by delivery of a written opinion dated June 30, 2010, to the effect that, as of the date of the opinion, and based upon and subject to the factors, assumptions and limitations set forth therein, the right to receive 0.2617 of a share of Celgene common stock, which we refer to as the stock consideration, \$58.00 in cash, which we refer to as the cash consideration and together with the stock consideration as the upfront consideration, and a CVR issued by Celgene under the CVR agreement, which we refer to as the CVR consideration, to be paid to the holders of shares of Abraxis common stock pursuant to the merger agreement was fair from a financial point of view to such holders.

**The full text of the written opinion of Goldman Sachs, dated June 30, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this proxy statement/prospectus as Annex F. The following summary of Goldman Sachs opinion is qualified in its entirety by reference to the full text of the opinion. Goldman Sachs provided its opinion for the information and assistance of the Abraxis board of directors in connection with its consideration of the merger. The Goldman Sachs opinion is not a recommendation as to how any holder of**



**Abraxis common stock should vote with respect to the merger or any other matter.**

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

the merger agreement;

annual reports to stockholders and Annual Reports on Form 10-K of Abraxis for the 3 years ended December 31, 2009, and of Celgene for the 5 years ended December 31, 2009;

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Abraxis' initial registration statement on Form 10;

certain interim reports to stockholders and Quarterly Reports on Form 10-Q of Abraxis and Celgene;

certain other communications from Abraxis and Celgene to their stockholders, respectively;

certain publicly available research analyst reports for Abraxis and Celgene; and

the Abraxis forecasts and certain cost savings and operating synergies projected by the management of Abraxis to result from the merger, or the synergies, each as approved by Abraxis for use by Goldman Sachs.

The management of Celgene did not make available its forecasts of the future financial performance of Celgene. With Abraxis' consent, Goldman Sachs' review of the future financial performance of Celgene was limited to the current consensus forecasts for Celgene, publicly available estimates of a certain research analyst and its discussions with the management of Celgene regarding the current consensus forecasts for Celgene. Goldman Sachs also held discussions with members of the senior managements of Abraxis and Celgene regarding their assessment of the strategic rationale for, and the potential benefits of, the merger and the past and current business operations, financial condition and future prospects of Abraxis and Celgene. In addition, Goldman Sachs reviewed the reported price and trading activity for shares of Abraxis common stock and Celgene common stock, respectively, compared certain financial and stock market information for Abraxis and Celgene with similar information for certain other companies the securities of which are publicly traded, reviewed the financial terms of certain recent business combinations in the pharmaceutical industry specifically and in other industries generally and performed such other studies and analyses, and considered such other factors, as it deemed appropriate.

Goldman Sachs relied upon and assumed, without assuming any responsibility for independent verification, the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by it. In that regard, Goldman Sachs assumed, with Abraxis' consent, that the Abraxis forecasts and the synergies have been reasonably prepared on a basis reflecting the best then available estimates and judgments of the management of Abraxis. In addition, Goldman Sachs did not make any independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of Abraxis or Celgene or any of their respective subsidiaries and was not furnished with any such evaluation or appraisal. Goldman Sachs also assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the merger would be obtained without any adverse effect on Abraxis or Celgene or on the expected benefits of the merger in any way meaningful to its analysis. Goldman Sachs also assumed that the merger will be consummated on the terms set forth in the merger agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis and that the CVRs will not be redeemed. Goldman Sachs' opinion did not address the underlying business decision of Abraxis to engage in the merger, or the relative merits of the merger as compared to any strategic alternatives that may be available to Abraxis, nor did it address any legal, regulatory, tax or accounting matters.

Goldman Sachs' opinion addressed only the fairness from a financial point of view, as of the date of its opinion, of the merger consideration to be paid to the holders of shares of Abraxis common stock pursuant to the merger agreement. Goldman Sachs did not express any view on, and its opinion did not address, any other term or aspect of the merger agreement or the merger or any term or aspect of any other agreement or instrument contemplated by the merger agreement or entered into or amended in connection with the merger, including, without limitation, the stockholders agreement and the non-competition agreement, the fairness of the merger to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors or other constituencies of Abraxis; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or

employees of Abraxis, or class of such persons in connection with the merger, whether relative to the merger consideration to be paid to the holders pursuant to the merger agreement or otherwise. In addition, Goldman Sachs expressed no opinion as to the prices at which the Celgene common stock or the CVRs would trade at any time or as to the impact of the merger on the solvency or viability of Abraxis or Celgene or the ability of Abraxis to pay its obligations when they come due. Goldman Sachs' opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Goldman Sachs as of, the date of its opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its

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opinion based on circumstances, developments or events occurring after the date of its opinion. Goldman Sachs advisory services and the opinion expressed in its opinion were provided for the information and assistance of the Abraxis board of directors in connection with its consideration of the merger and such opinion did not constitute a recommendation as to how any holder of shares of Abraxis common stock should vote with respect to the merger or any other matter. Goldman Sachs' opinion was approved by a fairness committee of Goldman Sachs.

Goldman, Sachs and its affiliates are engaged in investment banking and financial advisory services, commercial banking, securities trading, investment management, principal investment, financial planning, benefits counseling, risk management, hedging, financing, brokerage activities and other financial and non-financial activities and services for various persons and entities. In the ordinary course of these activities and services, Goldman Sachs and its affiliates may at any time make or hold long or short positions and investments, as well as actively trade or effect transactions, in the equity, debt and other securities (or related derivative securities) and financial instruments (including bank loans and other obligations) of third parties, Abraxis, Celgene and any of their respective affiliates and affiliates of Dr. Soon-Shiong or any currency or commodity that may be involved in the merger for their own account and for the accounts of their customers. Goldman Sachs acted as financial advisor to Abraxis in connection with, and participated in certain of the negotiations leading to, the merger. Goldman Sachs has provided certain investment banking and other financial services to Abraxis and its affiliates from time to time, for which the investment banking division of Goldman Sachs has received, and may receive, compensation, including having acted as financial advisor to APP Pharmaceuticals, Inc., a former affiliate of Abraxis and Dr. Soon-Shiong, in its acquisition by Fresenius Kabi Pharmaceuticals Holding, LLC. Goldman Sachs also may provide investment banking and other financial services to Abraxis, Celgene, Dr. Soon-Shiong and their respective affiliates in the future, for which the investment banking division of Goldman Sachs may receive compensation.

Abraxis selected Goldman Sachs as a financial advisor because of its qualifications, expertise and reputation in investment banking and mergers and acquisitions as well as its familiarity with Abraxis and its business. Abraxis agreed to pay Goldman Sachs for its services in connection with the merger an aggregate fee of \$13 million (provided, that Abraxis may in its sole discretion, pay an additional advisory fee of up to \$2 million), all of which is contingent upon the consummation of the merger. In addition, Abraxis has agreed to reimburse Goldman Sachs for its reasonable expenses arising in connection with the engagement, including attorneys' fees and disbursements, plus any sales, use or similar taxes arising in connection with the engagement, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

***Lazard Frères & Co. LLC***

Lazard rendered its oral opinion to the Abraxis board of directors that, as of June 29, 2010, and based upon and subject to the factors, assumptions and limitations set forth therein, the merger consideration to be paid to holders of Abraxis common stock (other than Dr. Soon-Shiong, any of his affiliates, Celgene and merger sub) in the merger was fair from a financial point of view to such holders. Lazard subsequently confirmed its earlier opinion by delivery of a written opinion dated June 30, 2010.

**The full text of the written opinion of Lazard, dated June 30, 2010, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this proxy statement/prospectus as Annex G. The following summary of Lazard's opinion is qualified in its entirety by reference to the full text of the opinion. Lazard provided its opinion for the benefit of the Abraxis board of directors in connection with its evaluation of the merger. The Lazard opinion is not a recommendation to any stockholder as to how such stockholder should vote or act with respect to the merger or any matter relating thereto.**

Lazard's opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information available to Lazard as of, the date of Lazard's opinion. Lazard assumed no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of Lazard's opinion. Lazard did not express any opinion as to the price at which shares of Abraxis common stock, Celgene common stock or CVRs may trade at any time subsequent to the announcement of the merger. The following is a summary of Lazard's opinion. You are urged to read Lazard's written opinion carefully in its entirety.

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In connection with its opinion, Lazard:

reviewed the financial terms and conditions of the merger agreement and the ancillary agreements thereto;

analyzed certain publicly available historical business and financial information relating to Abraxis and Celgene;

reviewed various financial forecasts and other data provided by the management of Abraxis relating to the business of Abraxis, the publicly available estimates of a certain research analyst, as well as current consensus forecasts for Celgene with respect to the business of Celgene, or the Celgene public forecasts, and the synergies, as approved for Lazard's use by Abraxis;

held discussions with members of the senior managements of Abraxis and Celgene with respect to the businesses and prospects of Abraxis and Celgene, respectively;

reviewed public information with respect to certain other companies in lines of business Lazard believed to be generally relevant in evaluating the businesses of Abraxis and Celgene, respectively;

reviewed the financial terms of certain business combinations involving companies in lines of business Lazard believed to be generally relevant in evaluating the businesses of Abraxis and Celgene, respectively;

reviewed the historical stock prices and trading volumes of Abraxis common stock and Celgene common stock; and

conducted such other financial studies, analyses and investigations as Lazard deemed appropriate.

Lazard assumed and relied upon the accuracy and completeness of the foregoing information, without independent verification of such information. Lazard did not conduct any independent valuation or appraisal of any of the assets or liabilities (contingent or otherwise) of Abraxis or Celgene or concerning the solvency or fair value of Abraxis or Celgene, and Lazard was not furnished with such valuation or appraisal. With respect to the financial forecasts related to Abraxis it reviewed, Lazard assumed, with the consent of Abraxis, that they have been reasonably prepared on bases reflecting the best then currently available estimates and judgments of the management of Abraxis as to the future financial performance of Abraxis. The management of Celgene did not make available its forecasts of the future financial performance of Celgene but directed Lazard to current consensus forecasts for Celgene. Lazard assumed, with the consent of Abraxis, that the Celgene public forecasts are a reasonable basis upon which to evaluate the future financial performance of Celgene, and are appropriate for Lazard to utilize in its analyses. Lazard assumed, with the consent of Abraxis, that the Celgene public forecasts are a reasonable basis upon which to evaluate the future financial performance of Celgene, and are appropriate for Lazard to utilize in its analyses. Lazard assumed no responsibility for and expressed no view as to such forecasts or the assumptions on which they were based.

In rendering its opinion, Lazard assumed, with Abraxis' consent, that the merger would be consummated on the terms described in the merger agreement, without any waiver or modification of any material terms or conditions and that the CVRs will not be redeemed. Lazard further assumed, with Abraxis' consent, that obtaining the nec