

CELGENE CORP /DE/

FORM 8-K (Current report filing)

Filed 08/10/17 for the Period Ending 08/10/17

Address	86 MORRIS AVENUE SUMMIT, NJ 07901
Telephone	(908)673-9000
CIK	0000816284
Symbol	CELG
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): August 10, 2017

CELGENE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34912
(Commission
File Number)

22-2711928
(IRS Employer
Identification No.)

86 Morris Avenue, Summit, New Jersey
(Address of principal executive offices)

07901
(Zip Code)

Registrant's telephone number, including area code: (908) 673-9000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On August 10, 2017, Celgene Corporation (the “Company”) issued \$500,000,000 aggregate principal amount of 2.250% Senior Notes due 2021 (the “Notes”). The Notes were offered pursuant to a shelf registration statement on Form S-3 (File No. 333-214279), which became immediately effective upon its filing with the Securities and Exchange Commission (the “SEC”) on October 27, 2016. A preliminary Prospectus Supplement dated August 1, 2017 relating to the Notes was filed with the SEC on August 1, 2017, and a final Prospectus Supplement dated August 1, 2017 was filed with the SEC on August 1, 2017.

Item 9.01 Financial Statements and Exhibitsd) Exhibits

Exhibit No.	Description
5.1	Opinion of Proskauer Rose LLP

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CELGENE CORPORATION

Date: August 10, 2017

By: /s/ Thomas M. Perone
Thomas M. Perone
Vice President, Assistant General Counsel and
Assistant Secretary

Exhibit Index

Exhibit No.

Description

5.1

Opinion of Proskauer Rose LLP



Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299

August 10, 2017

Celgene Corporation
86 Morris Avenue
Summit, NJ 07901

Ladies and Gentlemen:

We have acted as special counsel for Celgene Corporation, a Delaware corporation (the "Company"), with respect to the preparation of the Registration Statement on Form S-3 (the "Registration Statement") filed on October 27, 2016 with the Securities and Exchange Commission (the "Commission") in connection with the registration by the Company under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale by the Company from time to time, pursuant to Rule 415 under the Securities Act, of senior debt securities of the Company. \$500,000,000 aggregate principal amount of 2.250% Senior Notes due 2021 (the "Notes") are being issued by the Company and are being offered and sold by the Company pursuant to the base prospectus forming a part of the Registration Statement, as supplemented by the Prospectus Supplement, dated August 1, 2017 (together, the "Prospectus"), filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act, and an Underwriting Agreement, dated August 1, 2017 (the "Underwriting Agreement"), among the Company and the underwriter named therein. The Notes will be issued under an Indenture, dated as of August 10, 2017 (the "Indenture"), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee").

We have examined: (i) the Registration Statement; (ii) the Prospectus; (iii) the bylaws of the Company as amended and currently in effect; (iv) the Certificate of Incorporation of the Company, as amended and restated and further amended to date; (v) the Indenture; and (vi) such other documents as we have deemed necessary or appropriate for purposes of this opinion.

Based upon and subject to the foregoing, we are of the opinion that, when the Notes have been duly executed, authenticated, issued and delivered in accordance with the terms of the Indenture and the Underwriting Agreement, and upon payment of the consideration therefor or provided for therein, the Notes will constitute legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as such enforcement may be subject to any applicable bankruptcy, insolvency, reorganization, fraudulent conveyance or other law relating to or affecting creditors' rights generally and general principles of equity.

The opinion expressed herein is qualified in the following respects:

- (1) We have assumed that (i) each document submitted to us for review is accurate and complete, each such document that is an original is authentic, each such document that is a copy conforms to an authentic original and all signatures on each such document are genuine and (ii) each certificate from governmental officials reviewed by us is accurate, complete and authentic, and all official public records are accurate and complete. We have also assumed that the Indenture has been duly authorized, executed and delivered by, and represents a legal, valid and binding obligation of, the Trustee.
 - (2) This opinion is limited in all respects to laws of the State of New York and the General Corporation Law of the State of Delaware.
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August 10, 2017
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We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Company's Current Report on Form 8-K filed on or about the date hereof and to the references to this firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Proskauer Rose LLP
