

# CELGENE CORP /DE/

## **FORM 8-K** (Current report filing)

Filed 02/08/18 for the Period Ending 02/08/18

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

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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): February 8, 2018**

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

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**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.)**

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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 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.

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**Item 8.01 Other Events.**

On February 8, 2018, Celgene Corporation, a Delaware corporation (the “Company”), issued a press release announcing the commencement of its public offering of senior unsecured notes. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**d) Exhibits

[99.1](#) [Press release of the Company dated February 8, 2018 announcing the commencement of its underwritten public offering of senior unsecured notes.](#)

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**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: February 8, 2018

By: /s/ Peter N. Kellogg  
Peter N. Kellogg  
Executive Vice President and  
Chief Financial Officer  
(principal financial and accounting officer)

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## Exhibit Index

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press release of the Company dated February 8, 2018 announcing the commencement of its underwritten public offering of senior unsecured notes.</a>



## CELGENE ANNOUNCES OFFERING OF SENIOR UNSECURED NOTES

**SUMMIT, NJ – (February 8, 2018)** – Celgene Corporation (NASDAQ: CELG) today announced its intention to offer, subject to market and other conditions, senior unsecured notes under a shelf registration statement on Form S-3 on file with the Securities and Exchange Commission. The interest rate, the maturity dates and other key terms of the offering are to be determined at the time of pricing.

Celgene expects to use the net proceeds from the offering to finance a portion of the acquisition of Juno Therapeutics, Inc. and to pay fees and expenses associated therewith and with the offering.

Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, are acting as joint book-running managers and representatives of the several underwriters. A copy of the preliminary prospectus supplement and the accompanying base prospectus, which is filed as part of Celgene's effective shelf registration statement on Form S-3 (File No. 333-214279), may be obtained from any of the representatives by calling Citigroup Global Markets Inc. at 1-800-831-9146, Deutsche Bank Securities Inc. at 1-800-503-4611, J.P. Morgan Securities LLC at 212-834-4533 and Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322.

An electronic copy of the preliminary prospectus supplement and the accompanying base prospectus may also be obtained at no charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

This press release does not constitute an offer to sell or a solicitation of an offer to buy the notes described herein, nor shall there be any sale of these notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the laws of such jurisdiction. The offering of the notes will be made only by means of a prospectus supplement and the accompanying base prospectus.

### About Celgene

Celgene Corporation, headquartered in Summit, New Jersey, is an integrated global biopharmaceutical company engaged primarily in the discovery, development and commercialization of innovative therapies for the treatment of cancer and inflammatory diseases through next-generation solutions in protein homeostasis, immuno-oncology, epigenetics, immunology and neuro-inflammation. For more information, please visit [www.celgene.com](http://www.celgene.com). Follow Celgene on Social Media: @Celgene, Pinterest, LinkedIn, Facebook and YouTube.

Hyperlinks are provided as a convenience and for informational purposes only. Celgene bears no responsibility for the security or content of external websites.

### Forward-Looking Statements

*This press release contains forward-looking statements, which are generally statements that are not historical facts. Forward-looking statements can be identified by the words "expects," "anticipates," "believes," "intends," "estimates," "plans," "will," "outlook" and similar expressions. Forward-looking statements are based on management's current plans, estimates, assumptions and projections, and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement in light of new information or future events, except as otherwise required by law. Forward-looking statements involve inherent risks and uncertainties, most of which are difficult to predict and are generally beyond our control. Actual results or outcomes may differ materially from those implied by the forward-looking statements as a result of the impact of a number of factors, many of which are discussed in more detail in our Annual Report on Form 10-K and our other reports filed with the Securities and Exchange Commission.*

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Celgene contacts:

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