

CELGENE CORP /DE/

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/27/17

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

CELGENE CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 14, 2017.**

CELGENE CORPORATION



CELGENE CORPORATION
86 MORRIS AVENUE
SUMMIT, NJ 07901

Meeting Information

Meeting type: Annual Meeting
For holders as of: April 20, 2017
Date: June 14, 2017 **Time:** 1:00 PM, EDT
Location: Celgene Corporation
86 Morris Avenue
Summit, NJ 07901

Meeting directions: For directions to the Annual Meeting, please call Investor Relations at (908) 673-9000.

You are receiving this communication because you hold shares in Celgene Corporation.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

Annual Report to Stockholders, including Annual Report on Form 10-K, Notice of Annual Meeting of Stockholders and Proxy Statement.

How to View Online:

Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 31, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods



SCAN TO
VIEW MATERIALS & VOTE



Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Phone: You can vote by telephone by calling 1-800-690-6903 and following the prompts until 11:59 pm on June 13, 2017. You will need your 16-digit control number located on the following page.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

- | | |
|--------------------------------------|-------------------------------|
| 01) Robert J. Hugin | 07) Michael A. Friedman, M.D. |
| 02) Mark J. Alles | 08) Julia A. Haller, M.D. |
| 03) Richard W. Barker, D. Phil., OBE | 09) Gilla S. Kaplan, Ph.D. |
| 04) Michael W. Bonney | 10) James J. Loughlin |
| 05) Michael D. Casey | 11) Ernest Mario, Ph.D. |
| 06) Carrie S. Cox | |

The Board of Directors recommends you vote FOR proposals 2, 3, and 4 and 1 Year on proposal 5:

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.
3. Approval of an amendment and restatement of the Company's Stock Incentive Plan.
4. Approval, by non-binding vote, of executive compensation of the Company's named executive officers.
5. To recommend, by non-binding vote, the frequency of executive compensation votes.

The Board of Directors recommends you vote AGAINST proposal 6:

6. Stockholder proposal to request a by-law provision limiting management's access to vote tallies prior to the Annual Meeting with respect to certain executive pay matters, described in more detail in the proxy statement.

NOTE: The shares represented by a proxy, when properly executed, will be voted in the manner directed therein and, in the discretion of the proxies, upon such other business as may properly come before the meeting. If no direction is made, this proxy will be voted FOR the nominees for the Board of Directors listed in proposal 1, FOR proposals 2, 3, and 4, for a frequency period of every 1 YEAR with respect to proposal 5, and AGAINST proposal 6.

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