

CELGENE CORP /DE/

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/23/18

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

**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:

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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:



Mark J. Alles
Chairman and Chief Executive Officer

Celgene Corporation
86 Morris Avenue
Summit, New Jersey 07901

****** IMPORTANT REMINDER ******

Dear Fellow Stockholder:

By now, you should have received your proxy material for the 2018 Annual Meeting of Stockholders of Celgene Corporation which is scheduled to be held on June 13, 2018. You are receiving this reminder letter because your votes were not yet processed at the time that this letter was mailed. If you have already voted, we would like to thank you for your vote.

Your vote is extremely important. **PLEASE CAST YOUR VOTE TODAY.** The fastest and easiest way to vote is by telephone or over the Internet. Instructions on how to vote your shares over the telephone or Internet are enclosed with this letter. Alternatively, you may sign and return the enclosed voting form in the envelope provided.

WE URGE YOU TO EXERCISE YOUR RIGHT TO VOTE TODAY

Your Board of Directors recommends that you vote your shares **FOR** the election of the nominees for directors, **FOR** all other management proposals and **AGAINST** both stockholder proposals, described in more detail in the proxy statement. If you sign and return the enclosed proxy card without indicating a different choice, your shares will be voted as recommended by your Board of Directors. Important information regarding all 5 proposals is contained in the Proxy Statement dated April 30, 2018 which was previously mailed to you and which we urge you to read.

******PLEASE VOTE TODAY******

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow Sodali LLC, at 1-877-787-9239.

Thank you for your investment in Celgene and for taking the time to vote your shares.

Sincerely,

A handwritten signature in black ink that reads "Mark J. Alles". The signature is written in a cursive, flowing style.

Mark J. Alles

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on June 13, 2018.**

CELGENE CORPORATION



CELGENE CORPORATION
86 MORRIS AVENUE
SUMMIT, NJ 07901

Meeting Information

Meeting type: Annual Meeting
For holders as of: April 19, 2018
Date: June 13, 2018 **Time:** 1:00 P.M. 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 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 30, 2018 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 Telephone: To vote now by telephone, call 1-800-690-6903. Use any touch-tone telephone to transmit your voting instructions. Have your proxy card in hand when you call and follow the instructions.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com or from a smartphone, 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: Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

Voting Items

The Board of Directors recommends that you vote **FOR** the following:

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

1. Election of Directors

Nominees:

- | | |
|--------------------------------------|--------------------------------|
| 01) Mark J. Alles | 07) Michael A. Friedman, M.D. |
| 02) Richard W. Barker, D. Phil., OBE | 08) Julia A. Haller, M.D. |
| 03) Hans E. Bishop | 09) Patricia A. Hemingway Hall |
| 04) Michael W. Bonney | 10) James J. Loughlin |
| 05) Michael D. Casey | 11) Ernest Mario, Ph.D. |
| 06) Carrie S. Cox | 12) John H. Weiland |

The Board of Directors recommends you vote **FOR** proposals 2 and 3:

For Against Abstain

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.
3. Approval, by non-binding vote, of executive compensation of the Company's named executive officers.

The Board of Directors recommends you vote **AGAINST** proposals 4 and 5:

For Against Abstain

4. Advisory vote on stockholder proposal to request the Company's Board of Directors to amend the Company's proxy access by-law provision to eliminate the limit on the number of stockholders that can aggregate their shares to achieve the holding requirement for nomination of directors, described in more detail in the proxy statement.
5. Advisory vote on stockholder proposal to request the Company's Board of Directors to adopt a policy and amend the Company's governing documents to require that the Chairman of the Board be an independent member, 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 and 3, and AGAINST proposals 4 and 5.

Non-Voting Items

Please indicate if you plan to attend this meeting.

Yes No



CELGENE CORPORATION
Annual Meeting of Stockholders
June 13, 2018
This Proxy is Solicited on Behalf of the Board of Directors

The stockholder(s) hereby appoint(s) Mark J. Alles and Peter N. Kellogg, and each of them, as proxies, each with the power of substitution, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Celgene Corporation (the "Company") that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 1:00 P.M., Eastern Time, on June 13, 2018, at the offices of the Company, 86 Morris Avenue, Summit, NJ 07901, and at any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES FOR THE BOARD OF DIRECTORS LISTED ON THE REVERSE SIDE, FOR PROPOSALS 2 AND 3, AND AGAINST PROPOSALS 4 AND 5.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.

Authorized Signatures - This section must be completed for your instructions to be executed.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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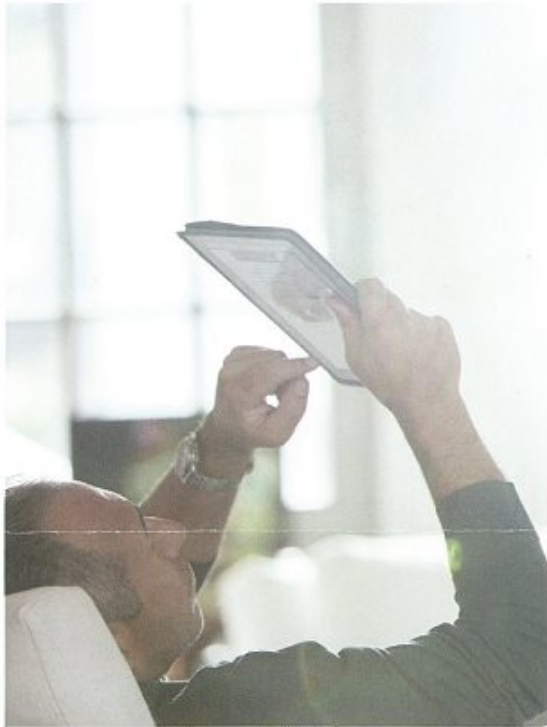
Signature 1 - (Please sign on line)

Signature 2 - (Joint Owners)

Date - (Please print date)

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Choose how you vote. Choose convenience.



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VOTE ONLINE

1. Go to www.proxyvote.com.
2. Enter the information that is printed in the box marked by the arrow on the voting form.

→ XXXX XXXX XXXX XXXX

3. Vote!



VOTE BY TELEPHONE

1. Call the toll-free number found on the enclosed voting form and follow the easy instructions.
2. You will need the information that is printed in the box marked by the arrow.

→ XXXX XXXX XXXX XXXX

Note: If you vote online or by telephone, you DO NOT need to mail in the enclosed voting form.

Your vote is important. Your time is even more important.



Less paperwork means less time wasted.

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