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CELGENE CORP /DE/  
Form 8-K  
December 07, 2004

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): December 3, 2004

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

Delaware

0-16132

22

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer

7 Powder Horn Drive, Warren, New Jersey

(Address of principal executive offices)

Registrant's telephone number, including area code: (732) 271-1001

(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))

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ITEM 1.01 ENTRY INTO AN AMENDMENT OF A MATERIAL DEFINITIVE AGREEMENT

On December 3, 2004, an indirect wholly-owned subsidiary of Celgene Corporation ("Celgene"), Celgene UK Manufacturing II, Limited ("CUK"), entered into an amendment to a Product Supply Agreement among CUK, Pharmion GmbH and Pharmion Corporation (the latter two entities, "Pharmion"). The amendment provides for a one-time payment of \$77 million by Pharmion to CUK in return for a reduction in Pharmion's purchase price for purchases of thalidomide from CUK. At the same time, Celgene and Pharmion entered into agreements that (i) extend, from 2005 to 2007, their existing thalidomide research and development agreement and provide for aggregate payments of \$8 million by Pharmion to Celgene over the next three years to support such ongoing thalidomide development activities; and (ii) amend their Thalomid(R) License Agreement to provide Pharmion with additional territories and eliminate certain termination rights of Celgene relating to obtaining marketing approval in Europe, for an aggregate \$3 million. A copy of the joint press release issued by the parties on December 3, 2004 relating to these amendments is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

99.1 Joint press release issued by Celgene Corporation, Pharmion GmbH and Pharmion Corporation, dated December 3, 2004

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: December 7, 2004

By: /s/ Robert J. Hugin

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Name: Robert J. Hugin  
Title: Senior Vice President and  
Chief Financial Officer