

CELGENE CORP /DE/
Form 8-K/A
August 02, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 21, 2012

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.)

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86 Morris Avenue, Summit, New Jersey

(Address of principal executive offices)

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

07901

(Zip Code)

(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))

EXPLANATORY NOTE

This Form 8-K/A amends the Current Report on Form 8-K filed by Celgene Corporation (Celgene) on June 21, 2012 (the Original Filing) to set forth under Item 7.01 of Form 8-K the same information and exhibit as was set forth under Item 8.01 of the Original Filing, clarifying that such information and exhibit are furnished rather than filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Item 7.01 Regulation FD Disclosure.

On June 21, 2012, Celgene International Sarl, a subsidiary of Celgene, issued a press release relating to regulatory updates. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, that is furnished pursuant to this Item 7.01 shall not be deemed to be filed for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

Not applicable.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit 99.1 Press Release dated June 21, 2012 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated June 21, 2012).

This exhibit is furnished pursuant to Item 7.01 and shall not be deemed to be filed.

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 1, 2012

By: /s/ Jacquelyn A. Fouse
Jacquelyn A. Fouse, Ph.D.
Executive Vice President and
Chief Financial Officer