

CELGENE CORP /DE/
Form 8-K
January 15, 2010

**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): January 15, 2010

CELGENE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

0-16132

(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.)

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:

- ☐ 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))

ITEM 8.01 OTHER EVENTS

On January 15, 2010, Celgene Corporation completed its acquisition of Gloucester Pharmaceuticals following the early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. Under the terms of the merger agreement, Celgene Corporation acquired Gloucester Pharmaceuticals for \$340 million in cash plus up to an additional \$300 million payable upon achievement of certain future regulatory milestones.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit 99.1 Press Release dated January 15, 2010

This exhibit is furnished pursuant to Item 8.01 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: January 15, 2010

By: /s/ David W. Gryska
Name: David W. Gryska
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit

99.1 Exhibit 99.1 Press Release dated January 15, 2010