

MEDAREX INC  
Form S-8  
August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003

Registration No. 333-\_\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**MEDAREX, INC.**

(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction of incorporation or organization)

**22-2822175**  
(I.R.S. Employer Identification No.)

**707 State Road**

**Princeton, New Jersey**  
(Address of Principal Executive Offices)

**08540**  
(Zip Code)

**MEDAREX, INC. 2001 STOCK OPTION PLAN**

(Full title of the plan)

**Donald L. Drakeman**

**Medarex, Inc.**

**707 State Road**

**Princeton, New Jersey 08540**

(Name and address of agent for service)

**(609) 430-2880**

(Telephone number, including area code, of agent for service)

Copies to:

**W. Bradford Middlekauff**

**Senior Vice President, General Counsel and Secretary**

**Medarex, Inc.**

**707 State Road**

**Princeton, New Jersey 08540**

**(609) 430-2880**

**Dwight A. Kinsey, Esq.**

**Satterlee Stephens Burke & Burke LLP**

**230 Park Avenue**

**New York, New York 10169**

**(212) 818-9200**

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee</b>
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Common Stock, \$ .01 par value per share	3,500,000 shares	\$5.59	\$19,565,000	\$1,583
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- (1) The registration statement also includes an indeterminable number of additional shares that may become issuable as a result of the anti-dilution adjustment provisions of the Plan. It also includes preferred share purchase rights under the Medarex, Inc. Shareholder Rights Agreement.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) and based upon the average of the high and low sale prices of the Company's Common Stock as reported by The NASDAQ National Market as of August 27, 2003.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 3,500,000 shares of the Registrant's Common Stock pursuant to the Registrant's 2001 Stock Option Plan.

**INCORPORATION BY REFERENCE OF CONTENTS OF**

**CERTAIN REGISTRATION STATEMENT ON FORM S-8**

The contents of the Registration Statement on Form S-8 (File No. 333-72154) relating to the 2001 Stock Option Plan, filed with the Securities and Exchange Commission on October 24, 2001, are incorporated by reference herein.



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/s/ DONALD L. DRAKEMAN	President, Chief Executive Officer and Director	August 28, 2003
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<b>Donald L. Drakeman</b>	(Principal Executive Officer)	
/s/ MICHAEL A. APPELBAUM	Executive Vice President and Director	August 28, 2003
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<b>Michael A. Appelbaum</b>		
/s/ CHRISTIAN SCHADE	Senior Vice President, Finance and Administration and Chief Financial Officer	August 28, 2003
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<b>Christian Schade</b>	(Principal Financial and Accounting Officer)	
/s/ FREDERICK B. CRAVES	Director	August 28, 2003
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<b>Frederick B. Craves</b>		
/s/ MICHAEL W. FANGER	Director	August 28, 2003
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<b>Michael W. Fanger</b>		
/s/ RONALD J. SALDARINI	Director	August 28, 2003
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<b>Ronald J. Saldarini</b>		
/s/ CHARLES R. SCHALLER	Director	August 28, 2003
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<b>Charles R. Schaller</b>		
/s/ W. LEIGH THOMPSON, JR.	Director	August 28, 2003
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<b>W. Leigh Thompson, Jr.</b>		
/s/ JULIUS A. VIDA	Director	August 28, 2003
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<b>Julius A. Vida</b>		

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
5	Opinion of Satterlee Stephens Burke & Burke LLP as to legality of the securities being registered.
23(a)	Consent of Ernst & Young LLP.
23(b)	Consent of PricewaterhouseCoopers.
23(c)	Consent of Satterlee Stephens Burke & Burke LLP (included in opinion filed as Exhibit 5).
24	Power of Attorney (accompanies signature pages to the Registration Statement).