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CELGENE CORP /DE/  
Form 8-K  
June 16, 2005

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): June 15, 2005

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

Delaware	0-16132	22-2711928
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

86 Morris Avenue, Summit, New Jersey	07901
(Address of principal executive offices)	(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 (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 June 15, 2005, the stockholders of Celgene Corporation (the "Corporation") approved amendments (collectively, the "Amendments") to each of the Celgene Corporation 1998 Stock Incentive Plan (the "1998 Plan") and the Celgene Corporation 1995 Non-Employee Directors' Incentive Plan (the "1995 Plan" and, together with the 1998 Plan, the "Plans"). The Amendments were previously adopted by the Board of Directors of the Corporation at their board meeting on April 13, 2005, subject to stockholders' approval. Each of the Amendments, among other things, increases the aggregate number of shares of common stock of the Corporation which may be issued pursuant to the respective Plan.

### 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: June 16, 2005

By: /s/ Robert J. Hugin

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