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CELGENE CORP /DE/
 Form S-8
 November 08, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 8, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM S-8
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

CELGENE CORPORATION
 (Exact name of Registrant as specified in its Charter)

DELAWARE
 (State or other jurisdiction of
 incorporation or organization)

22-2711928
 (I.R.S. Employer Identification No.)

86 MORRIS AVENUE
 SUMMIT, NEW JERSEY 07901
 (Address of principal executive offices) (Zip code)

 CELGENE CORPORATION 1998 STOCK INCENTIVE PLAN
 (Full Title of the Plan)

Sol J. Barer
 Celgene Corporation
 86 Morris Avenue
 Summit, New Jersey 07901
 (Name and Address of Agent for Service)
 (908) 673-9000
 (Telephone number, including area code,
 of agent for service)

COPIES TO:
 Robert A. Cantone, Esq.
 Proskauer Rose LLP
 1585 Broadway
 New York, New York 10036-8299
 (212) 969-3000

 CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE | AMOUNT REGISTRATION FEE (|
|--|----------------------------|---|---|---------------------------------|
| Common Stock, par value \$.01 per share | 22,000,000 (2) | \$50.65 (3) | \$1,114,300,000 (3) | \$119,2 |

(1) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Celgene Corporation 1998 Stock Incentive Plan (the "Plan"). A Registration Statement on Form S-8 has been filed previously on each of January 4, 1999 (Registration No. 333-70083), June 20, 2000 and March 20, 2001 (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908), August 14, 2003 (Registration No. 333-107980) and June 30, 2005 (Registration No. 333-126296) for the existing securities under the Plan.

(2) Represents the additional number of shares of common stock, par value \$.01 per share ("Common Stock"), which may be granted under the Plan.

(3) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the average of the high and low selling prices per share of the Common Stock as reported on the NASDAQ National Market on November 2, 2006.

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Explanatory Note

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of each of the Registration Statements on Form S-8 (Registration Nos. 333-70083, 333-39716, 333-65908, 333-107980 and 333-126296) are incorporated herein by reference and made a part hereof.

REGISTRATION OF ADDITIONAL SHARES OF COMMON STOCK UNDER THE PLAN. The aggregate number of shares of Common Stock that may be subject to awards under the Plan is increased from 62,000,000 (as adjusted to reflect all adjustments to the Common Stock on or before February 17, 2006) to 84,000,000 and the limit on the number of shares that may be subject to awards of restricted stock and performance-based awards denominated in shares of Common Stock under the Plan is removed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The contents of each of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on January 4, 1999 (Registration No. 333-70083), June 20, 2000 (Registration No. 333-39716), March 20, 2001, Post-Effective Amendment No. 1 with a Reoffer Prospectus (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908), August 14, 2003 (Registration No. 333-107980) and June 30, 2005 (Registration No. 333-126296) by Celgene Corporation, a Delaware corporation (the "Corporation" or the "Registrant"), are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

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(1) the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed with the Commission on March 15, 2006 (as updated by our Current Report on Form 8-K dated November 3, 2006);

(2) the Corporation's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2006, June 30, 2006 and September 30, 2006, filed with the Commission on May 10, 2006, August 9, 2006 and November 8, 2006, respectively;

(3) the Corporation's Current Reports on Form 8-K filed with the Commission on January 3, 2006, January 20, 2006, February 21, 2006, April 20, 2006, May 3, 2006, May 26, 2006, June 23, 2006, June 30, 2006, November 3, 2006 and November 6, 2006;

(4) the description of the Corporation's Common Stock contained in the Corporation's Registration Statement on Form 8-A, File No. 0-16132; and

(5) all documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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ITEM 8. EXHIBITS.

| EXHIBIT ----- | DESCRIPTION OF EXHIBIT ----- |
|------------------|---|
| 5.1 | Opinion of Proskauer Rose LLP (filed herewith). |
| 10.1 | Amendment No. 2 to Celgene Corporation 1998 Stock Incentive Plan, as amended and restated as of April 23, 2003 (incorporated by reference to Exhibit 10.2 to the Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2006 filed with the Commission on August 9, 2006). |
| 23.1 | Consent of KPMG LLP (filed herewith). |
| 23.2 | Consent of Proskauer Rose LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included in signature pages). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Summit, State of New Jersey, on November 7, 2006.

CELGENE CORPORATION

By: /s/ SOL J. BARER

Sol J. Barer
Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Sol J. Barer and Robert J. Hugin, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, to act, without the other, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) and supplements to this registration statement on Form S-8, under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on November 7, 2006 below by the following persons in the capacities indicated.

| SIGNATURE ----- | TITLE ----- |
|---|---|
| /s/ SOL J. BARER ----- Sol J. Barer | Chief Executive Officer, Director (Principal Executive Officer) |
| /s/ ROBERT J. HUGIN ----- Robert J. Hugin | President, Chief Operating Officer, Chief Financial Officer, Director (Principal Accounting and Financial Officer) |
| /s/ JOHN W. JACKSON ----- John W. Jackson | Executive Chairman of the Board |
| /s/ JACK L. BOWMAN | Director |

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Jack L. Bowman

/s/ MICHAEL D. CASEY Director

Michael D. Casey

/s/ RODMAN L. DRAKE Director

Rodman L. Drake

/s/ ARTHUR HULL HAYES, JR. Director

Arthur Hull Hayes, Jr.

/s/ GILLA KAPLAN Director

Gilla Kaplan

/s/ RICHARD C.E. MORGAN Director

Richard C.E. Morgan

/s/ WALTER L. ROBB Director

Walter L. Robb

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