

CELGENE CORP /DE/
Form 8-K
March 08, 2019

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): March 8, 2019

CELGENE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware **001-34912** **22-2711928**
(State or other jurisdiction) (Commission (IRS Employer
of incorporation) File Number) Identification No.)

86 Morris Avenue, Summit,
07901
New Jersey
(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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “

ITEM 7.01 REGULATION FD DISCLOSURE.

On March 8, 2019, Celgene Corporation (“*Celgene*”) notified American Stock Transfer & Trust Company, LLC (the “*Trustee*”), the trustee under the Contingent Value Rights Agreement, dated as of October 15, 2010 (the “*CVR Agreement*”), between Celgene and the Trustee, that the Company filed its annual report on Form 10-K on February 26, 2019 in which it reported net sales of \$1,062,215,292 for Abraxane for the fiscal year ended December 31, 2018, and in connection with such net sales achievement a net sales payment in the amount of \$1,555,382 will be paid to the Trustee on or before March 25, 2019. The Trustee will pay to the holders of the contingent value rights as of March 23, 2019 a pro rata portion of such net sales payment. A copy of the notice 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 Securities Exchange Act of 1934, as amended (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 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

d) Exhibits

99.1 Notice dated March 8, 2019 to American Stock Transfer & Trust Company, LLC

SIGNATURES

Pursuant to the requirements of the Securities 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: March 8, 2019 By: /s/ David V. Elkins
David V. Elkins
Executive Vice President
Chief Financial Officer
(principal financial and accounting officer)