

CELGENE CORP /DE/

FORM 8-K (Current report filing)

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SIC Code 2834 - Pharmaceutical Preparations

Industry Pharmaceuticals

Sector Healthcare

Fiscal Year 12/31



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): May 24, 2018

CELGENE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	001-34912	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)
Registrar	nt's telephone number, including area code: (908) 6	573-9000
(Form	ner name or former address, if changed since last re	port.)
Check the appropriate box below if the Form 8-K filin provisions (see General Instruction A.2. below):	g is intended to simultaneously satisfy the filing	obligation of the registrant under any of the following
□ 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 emer 12b-2 of the Securities Exchange Act of 1934 (§240.12b		securities Act of 1933 (§230.405 of this chapter) or Rule
Emerging growth company \Box		
If an emerging growth company, indicate by check marevised financial accounting standards provided pursuant		ended transition period for complying with any new or

ITEM 8.01 OTHER EVENTS.

On May 24, 2018, Celgene Corporation (the "Company") issued a press release announcing the authorization of the repurchase of up to an additional \$3.0 billion of the Company's common stock and that the Company plans to enter into an accelerated share repurchase (ASR) agreement to repurchase an aggregate of \$2 billion of the Company's common stock. Purchases outside the ASR may be made in the open market or in privately negotiated transactions from time to time, as determined by Celgene's management and in accordance with the requirements of the Securities and Exchange Commission. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

d) Exhibits

99.1 Press Release, dated May 24, 2018

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.

Date: May 24, 2018

CELGENE CORPORATION

By: /s/ Peter N. Kellogg

Peter N. Kellogg Executive Vice President Chief Financial Officer (principal financial and accounting officer)

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated May 24, 2018.



CELGENE CORPORATION ANNOUNCES ADDITIONAL \$3 BILLION SHARE REPURCHASE AUTHORIZATION AND PLANS TO EXECUTE A \$2 BILLION ACCELERATED SHARE REPURCHASE PROGRAM

SUMMIT, NJ – (May 24, 2018) – Celgene Corporation (NASDAQ: CELG) today announced that the Company's Board of Directors authorized the repurchase of an additional \$3 billion of the Company's common stock. In addition, the Company plans to enter into an accelerated share repurchase (ASR) agreement to repurchase an aggregate of \$2 billion of the Company's common stock. The planned ASR will utilize part of the existing Board authorized share repurchase program as well as part of the new authorization.

The remaining authorization will be used in our continuing open-ended program effective immediately. Additional stock purchases outside the ASR may be made in the open market or in privately negotiated transactions from time to time, as determined by Celgene's management and in accordance with the requirements of the Securities and Exchange Commission.

"The increase in our share repurchase authorization and planned accelerated share repurchase program reflects our confidence in the long-term potential of Celgene," said Mark J. Alles, Chairman and Chief Executive Officer. "Strategically, we are committed to investing in our innovative pipeline to continue to grow our portfolio and meaningfully increase shareholder value."

About Celgene

Celgene Corporation, headquartered in Summit, New Jersey, is an integrated global biopharmaceutical company engaged primarily in the discovery, development and commercialization of innovative therapies for the treatment of cancer and inflammatory diseases through next-generation solutions in protein homeostasis, immuno-oncology, epigenetics, immunology and neuro-inflammation. For more information, please visit www.celgene.com. Follow Celgene on Social Media: @Celgene, Pinterest, LinkedIn, Facebook and YouTube.

Forward-Looking Statements

This press release contains forward-looking statements, which are generally statements that are not historical facts. Forward-looking statements can be identified by the words "expects," "anticipates," "believes," "intends," "estimates," "plans," "will," "outlook" and similar expressions. Forward-looking statements are based on management's current plans, estimates, assumptions and projections, and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement in light of new information or future events, except as otherwise required by law. Forward-looking statements involve inherent risks and uncertainties, most of which are difficult to predict and are generally beyond our control. Actual results or outcomes may differ materially from those implied by the forward-looking statements as a result of the impact of a number of factors, many of which are discussed in more detail in our Annual Report on Form 10-K and our other reports filed with the Securities and Exchange Commission.

Hyperlinks are provided as a convenience and for informational purposes only. Celgene bears no responsibility for the security or content of external websites.

Celgene Contacts

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