

SCHERING PLOUGH CORP

Form S-8

September 18, 2009

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As filed with the Securities and Exchange Commission on September 18, 2009

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933**

SCHERING-PLOUGH CORPORATION
(Exact name of registrant as specified in its charter)

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

22-1918501
(I.R.S. Employer
Identification Number)

**2000 Galloping Hill Road
Kenilworth, NJ 07033**
(Address of Principal Executive Offices)

Schering-Plough Employees Savings Plan
(Full title of the plan)

Susan Ellen Wolf
Corporate Secretary, Vice President, Corporate Governance and Associate General Counsel
Schering-Plough Corporation
2000 Galloping Hill Road
Kenilworth, NJ 07033
(Name and address of agent for service)
(908) 298-4000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, par value \$0.50 per share	4,000,000 (2)	\$28.34 (3)	\$ 113,360,000	\$ 6,325.00

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Schering-Plough Employees Savings Plan.

- (2) In addition, pursuant to Rule 416, this registration statement shall also cover additional Common Shares that may become issuable under the Plan by reason of any stock split, stock dividend, recapitalization or other similar transactions effected without consideration that results in an increase in the number of the Registrant's outstanding Common Shares.
- (3) The price shown is the average of the high and low prices of the Common Stock on the New York Stock Exchange consolidated reporting system on September 11, 2009 five days prior to filing, in accordance with Rules 457(c) and 457(h), and is estimated solely for the purpose of calculating the registration fee.
- As permitted by Rule 429 under the Securities Act of 1933, this Registration Statement constitutes a post-effective amendment to the Registrant's registration statement numbered 333-105567 on Form S-8.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 4,000,000 shares of the Registrant's common shares, par value \$0.50 per share (the "Common Shares"), that may be issued pursuant to the employer stock fund under the Schering-Plough Employee's Savings Plan, as amended and restated (the "Plan"). Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements on Form S-8 concerning the Plan filed with the Securities and Exchange Commission (the "Commission") on September 14, 1999 (File No. 333-87077), May 27, 2003 (File No. 333-105567), May 19, 2006 (File No. 333-134281) and September 17, 2008 (File No. 333-153542) and Post Effective Amendment No. 1 to Registration Statement No. 333-105567 on Form S-8 concerning the Plan filed with the Commission on June 13, 2003 (File No. 333-105567), are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934 (the "Exchange Act"), are incorporated by reference in this Registration Statement:

- (a) The Registrant's latest Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Commission on February 27, 2009;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended June 30, 2009 and March 31, 2009 filed with the Commission on July 24, 2009 and May 1, 2009;
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on September 3, 2009, July 24, 2009, July 21, 2009, April 21, 2009, March 11, 2009, March 9, 2009, February 3, 2009 and January 20, 2009;
- (d) The information contained in the Registrant's 2009 Proxy Statement on Form DEF-14A filed with the Commission on April 27, 2009;
- (e) The description of the Registrant's Common Shares, par value \$0.50 per share, contained in the Registrant's Registration Statement on Form 8-A dated March 16, 1979 for registration of such Common Shares under the Exchange Act, and any amendment or report filed for the purpose of updating such description; and
- (f) The Plan's 2008 Report on Form 11-K filed with the Commission on June 26, 2009.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates

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that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part thereof from the date of filing of 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 all purposes to the extent that a statement contained herein or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

- 5 Opinion of Susan Ellen Wolf, Esq. as to the legality of the securities being registered.

- 15 Letter of Deloitte & Touche LLP regarding Interim Financial Information.

- 23.1 Consent of Deloitte & Touche LLP.

- 23.2 Consent of Susan Ellen Wolf, Esq. (included in Exhibit 5).

- 24 Powers of Attorney (included as part of the signature pages).

- 99 Schering-Plough Employees Savings Plan (as amended and restated).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Kenilworth, State of New Jersey, on September 18, 2009.

SCHERING-PLOUGH CORPORATION

By: /s/ Steven H. Koehler

Steven H. Koehler
Vice President and Controller
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Each person whose signature appears below constitutes and appoints Robert Bertolini, Steven H. Koehler and Susan Ellen Wolf, and each of them, his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement and any and all related registration statements necessary to register additional securities, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto such attorneys in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorneys-in-fact and agents, or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on September 18, 2009.

Signature	Title
/s/ Fred Hassan Fred Hassan	Chairman of the Board, Chief Executive Officer (Principal Executive Officer)
/s/ Robert Bertolini Robert Bertolini	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Steven H. Koehler Steven H. Koehler	Vice President and Controller (Principal Accounting Officer)
/s/ Thomas J. Colligan Thomas J. Colligan	Director
/s/ C. Robert Kidder C. Robert Kidder	Director

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Signature	Title
/s/ Eugene R. McGrath Eugene R. McGrath	Director
/s/ Antonio M. Perez Antonio M. Perez	Director
/s/ Patricia F. Russo Patricia F. Russo	Director
/s/ Jack L. Stahl Jack L. Stahl	Director
/s/Craig B. Thompson, M.D Craig B. Thompson, M.D	Director
/s/ Robert F. W. van Oordt Robert F. W. van Oordt	Director
/s/ Arthur F. Weinbach Arthur F. Weinbach	Director

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Pursuant to the requirements of the Securities Act of 1933, the administrator of the Schering-Plough Employees Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Kenilworth, State of New Jersey, on September 18, 2009.

**SCHERING-PLOUGH EMPLOYEES
SAVINGS PLAN**

By: /s/ Vincent Sweeney

Name: Vincent Sweeney

Title: Plan Administrator,

Schering-Plough

Employees Savings Plan

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