

Edgar Filing: CELGENE CORP /DE/ - Form 10-K/A

CELGENE CORP /DE/
Form 10-K/A
March 18, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (Fee Required) For the fiscal year ended December 31, 2004

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (No Fee Required) For the transition period from _____ to _____

Commission File No. 0-16132

CELGENE CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

22-2711928

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification)

86 Morris Avenue
Summit, New Jersey

07901

(Address of principal executive offices)

(Zip Code)

(908) 673-9000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act:

Common Stock, Par Value \$.01 Per Share

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K/A or any amendment to this Form 10-K/A.

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Indicate by check mark whether the registrant is an accelerated filer (as defined in 12b-2 of the Act).

Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant on June 30, 2004, the last business day of the registrant's most recently completed second quarter, was \$4,694,329,287 based on the last reported sale price of the registrant's Common Stock on the NASDAQ National Market on that date. There were 165,269,970 shares of Common Stock outstanding as of March 1, 2005.

EXPLANATORY NOTE

On March 16, 2005, as a result of technical inadvertence by a financial printer, a draft document captioned "Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, for the fiscal year ended December 31, 2004" on Form 10-K was filed with the Securities and Exchange Commission (the "SEC"), on behalf of Celgene Corporation (the "Company"). The Company has requested that the SEC withdraw such filing. Nothing in such filing should be relied upon in any respect. The Company intends to file a fully reviewed Annual Report on Form 10-K for the fiscal year ended December 31, 2004 in the next several days.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CELGENE CORPORATION

By: /s/ JOHN W. JACKSON

John W. Jackson
Chairman of the Board and Chief Executive Officer

Date: March 18, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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| SIGNATURE ----- | TITLE ----- | DATE ----- |
|---|---|---------------|
| /s/ John W. Jackson ----- John W. Jackson | Chairman of the Board and Chief Executive Officer | March 18, |
| * ----- Sol J. Barer | Director, Chief Operating Officer | March 18, |
| /s/ Robert J. Hugin ----- Robert J. Hugin | Director, Chief Financial Officer | March 18, |
| * ----- Jack L. Bowman | Director | March 18, |
| * ----- Frank T. Cary | Director | March 18, |
| * ----- Michael D. Casey | Director | March 18, |
| * ----- Arthur Hull Hayes, Jr. | Director | March 18, |
| * ----- Gilla Kaplan | Director | March 18, |
| * ----- Richard C. E. Morgan | Director | March 18, |
| * ----- Walter L. Robb | Director | March 18, |
| /s/ James R. Swenson ----- James R. Swenson | Controller (Chief Accounting Officer) | March 18, |

By: /s/ ROBERT J. HUGIN

Robert J. Hugin
Attorney-in-Fact

* Executed by Attorney-in-Fact