

CELGENE CORP /DE/
Form 8-K
April 02, 2018

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): April 2, 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

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(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 (see General Instruction A.2. below):

☐ 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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Celgene Corporation (the “Company”) announced today that, effective April 2, 2018, Scott A. Smith, President and Chief Operating Officer, has left the Company. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 8.01

OTHER EVENTS.

The Company is modifying its executive team structure to enhance leadership focus on building the Company for continued long-term success. In addition to existing responsibilities, Chairman and Chief Executive Officer Mark J. Alles will be responsible for strategic leadership of the Company’s global Hematology and Oncology franchise, global Inflammation and Immunology franchise, manufacturing, regulatory, and clinical development. The following members of the Company’s Executive Committee will report directly to Mark J. Alles: Nadim Ahmed, President, Global Hematology and Oncology; Terrie Curran, President, Global Inflammation and Immunology; Jay Backstrom, M.D., Chief Medical Officer and Head of Global Regulatory Affairs; and Joanne Beck, Ph.D., Executive Vice President, Global Pharmaceutical Development and Operations.

ITEM 9.01

FINANCIAL STATEMENTS AND EXHIBITS.

d) Exhibits

99.1 Press Release, dated April 2, 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.

CELGENE CORPORATION

Date: April 2, 2018 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 April 2, 2018.