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

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

FORM 8-K/A
Amendment No. 3

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 6, 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)

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):

p Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

p Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

p Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

p 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 in 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 p

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. p

Explanatory Note:

On March 6, 2018, Celgene Corporation (the "Company") filed a Current Report on Form 8-K (the "Initial Form 8-K") to report the completion of its acquisition of Juno Therapeutics, Inc., a Delaware corporation ("Juno"), pursuant to the Agreement and Plan of Merger, dated as of January 21, 2018 (the "Merger Agreement"), by and among Celgene, Juno and Blue Magpie Corporation, a Delaware corporation and wholly-owned subsidiary of Celgene ("Purchaser"). On May 18, 2018, the Company filed Amendment No. 1 to amend the Initial Form 8-K to include the audited historical financial statements of Juno and the unaudited pro forma condensed combined financial statements as of and for the year ended December 31, 2017. On January 25, 2019, the Company filed Amendment No. 2 on Form 8-K/A to include the unaudited pro forma condensed combined statement of operations for the nine-month period ended September 30, 2018.

The Company is filing this Amendment No. 3 on Form 8-K/A to include the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2018 as referenced in Item 9.01 of this Form 8-K. The disclosures included in the prior amendments otherwise remain unchanged.

Item 9.01 Financial Statements and Exhibits

(a) Pro forma financial information

The unaudited pro forma condensed combined statement of operations for the year ended December 31, 2018 is presented as if the acquisition had occurred on January 1, 2017 and combines the historical results of operations of Celgene and Juno for the year ended December 31, 2018. Such unaudited pro forma condensed combined statement of operations for the year ended December 31, 2018 is included as Exhibit 99.6 to this Form 8-K and is incorporated by reference herein.

An unaudited pro forma condensed combined balance sheet as of December 31, 2018 is not included in this Form 8-K as Juno is already included in Celgene's consolidated balance sheet as of December 31, 2018.

(b) Exhibits

Exhibit No.	Description
2.1*	Agreement and Plan of Merger, dated as of January 21, 2018, among Celgene Corporation, Blue Magpie Corporation Therapeutics, Inc. (incorporated by reference to Exhibit 2.1 to Celgene's Current Report on Form 8-K filed on January
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm (incorporated by reference to Exhib the Amendment No. 1 to the Current Report on Form 8-K filed by Celgene on May 18, 2018).
99.1*	Press Release, dated March 5, 2018 (incorporated by reference to Exhibit (a)(5)(L) to Amendment No. 4 to Schedule Celgene on March 5, 2018).
99.2*	Press Release, dated March 6, 2018 (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Celgene on March 6, 2018).
99.3*	Juno's Audited Historical Consolidated Financial Statements and Related Notes (incorporated by reference to Exhibit Amendment No. 1 to the Current Report on Form 8-K filed by Celgene on May 18, 2018).
99.4*	Celgene's Unaudited Pro Forma Condensed Combined Financial Statements as of and for the year ended December 3 Related Notes (incorporated by reference to Exhibit 99.4 to the Amendment No. 1 to the Current Report on Form 8-K Celgene on May 18, 2018).
99.5*	Celgene's Unaudited Pro Forma Condensed Combined Statement of Operations for the nine-month period ended Sept 2018 and Related Notes (incorporated by reference to Exhibit 99.5 to the Amendment No. 2 to the Current Report on filed by Celgene on January 25, 2019).
99.6	

Celgene's Unaudited Pro Forma Condensed Combined Statement of Operations for the year ended December 31, 201
Related Notes.
* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities and 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 and
Chief Financial Officer
(principal financial and accounting officer)