

CELGENE CORP /DE/  
Form 8-K  
March 04, 2016

**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): March 1, 2016**

**CELGENE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-34912**

(Commission File Number)

**22-2711928**

(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**

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(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:

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))

**ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As previously reported, effective March 1, 2016, Robert J. Hugin assumed the role of Executive Chairman of Celgene Corporation (the “Company”), Mark Alles became Chief Executive Officer of the Company, and Jacquelyn Fouse became President and Chief Operating Officer of the Company. Effective March 1, 2016, the Company’s Board of Directors amended the Company’s bylaws (the “Amendment”) to clarify that an Executive Chairman shall be an executive officer of the Company.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

d) Exhibits

Exhibit 3.1 – Amendment to the Company’s By-Laws

**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 4, 2016

By: /s/ Peter N. Kellogg  
Name: Peter N. Kellogg  
Title: Executive Vice  
President and Chief  
Financial Officer