

CELGENE CORP /DE/  
Form S-8 POS  
July 31, 2009

As filed with the Securities and Exchange Commission on July 31, 2009

Registration No. 333-126296

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

**Post-Effective  
Amendment No. 1 to  
FORM S-8 REGISTRATION STATEMENT NO. 333-126296  
UNDER THE SECURITIES ACT OF 1933**

**CELGENE CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**22-2711928**

(I.R.S. Employer Identification No.)

**86 Morris Avenue  
Summit, New Jersey**

(Address of Principal Executive Offices)

**07901**

(Zip Code)

Celgene Corporation 1995 Non-Employee Directors Incentive Plan  
(Full Title of the Plan)

**Sol J. Barer  
Chief Executive Officer  
Celgene Corporation  
86 Morris Avenue**

**Summit, New Jersey 07901**

(Name and Address of Agent for Service)

*Copy to:*

**Robert A. Cantone, Esq.  
Proskauer Rose LLP  
1585 Broadway  
New York, New York 10036  
(212) 969-3000**

**(908) 673-9000**

(Telephone Number, Including Area Code, of Agent  
For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)



**DEREGISTRATION OF SECURITIES**

Celgene Corporation, a Delaware corporation (the Registrant ), is filing this Post-Effective Amendment No. 1 to deregister certain securities originally registered pursuant to the Form S-8 Registration Statement (Registration No. 333-126296) (the 2005 Registration Statement ) filed with the Securities and Exchange Commission on June 30, 2005, pursuant to which the Registrant registered 250,000 shares of common stock of the Registrant, par value \$0.01 per share (the Common Stock ) (which shares have subsequently split two-for-one on February 24, 2006), for issuance under the Registrant s 1995 Non-Employee Directors Incentive Plan (as amended and restated as of June 22, 2000 and as further amended, the Directors Plan ).

At the Annual Meeting of stockholders of the Registrant held on June 17, 2009, the stockholders approved the amendment and restatement of the Registrant s 2008 Stock Incentive Plan, which provides for, among other things, awards of stock options and restricted stock units to non-employee directors. As of stockholder approval of the Registrant s 2008 Stock Incentive Plan (as amended and restated as of June 17, 2009, the SIP ) no future awards will be made under the Directors Plan, and accordingly, 309,450 shares of Common Stock reserved but not yet granted under the Directors Plan were transferred to the SIP (the Carried Forward Shares ). Therefore, the Carried Forward Shares, which were previously registered under the 2005 Registration Statement, but not issued under the Directors Plan, are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 to register 18,409,450 shares of Common Stock for offer or sale pursuant to the SIP, including the Carried Forward Shares.

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**SIGNATURE**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the 2005 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Summit, State of New Jersey on this 31<sup>st</sup> day of July, 2009.

**CELGENE CORPORATION**

By: /s/ Sol J. Barer  
Sol J. Barer  
Chairman of the Board and Chief Executive  
Officer