

CELGENE CORP /DE/  
Form DEFR14A  
May 20, 2014

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**CELGENE CORPORATION**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x No fee required.

.. Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**EXPLANATORY NOTE**

This Amendment No. 1 to Schedule 14A ( Amendment No. 1 ) is being filed to amend Celgene Corporation s definitive proxy statement for its 2014 Annual Meeting of Stockholders ( Proxy Statement ), which was filed with the Securities and Exchange Commission on April 28, 2014, in order to correct the weighted-average exercise price of stock options outstanding as set forth in footnote (1) to the table included in Proposal Four of the Proxy Statement under the section entitled Background of the Proposal to Approve the Amendment, which was originally set forth on page 66 of the Proxy Statement. All other items of the Proxy Statement are incorporated herein by reference without changes.

**CHANGE TO PROXY STATEMENT**

The table included in Proposal Four of the Proxy Statement under the section entitled Background of the Proposal to Approve the Amendment, which was originally set forth on page 66 of the Proxy Statement, is amended to read in its entirety as follows:

**Background of the Proposal to Approve the Amendment**

As of April 21, 2014, the closing price of shares of our Common Stock as reported on Nasdaq, was \$143.83 per share. In addition, as of April 21, 2014, stock options outstanding and shares available for grant under all of our equity compensation plans are as follows:

	<b>Total</b>
Stock options outstanding, all plans(1)	40,525,585
Full-value awards outstanding, all plans	5,061,794
Shares available for awards, all plans(2)	13,953,023

- (1) As of April 21, 2014, the range of the exercise prices of stock options outstanding under all of our equity compensation plans was \$12.59 to \$171.94, with a weighted-average exercise price of \$82.03. The closing price of a share of our Common Stock on such date was \$143.83. The weighted-average remaining contractual life of stock options outstanding under all of our equity compensation plans as of April 21, 2014 was 7.0 years.
- (2) Represents shares of our Common Stock reserved for future awards under all of our equity compensation plans as of April 21, 2014.

**Important Notice Regarding the Availability of Proxy Materials for the**

**Annual Meeting of Stockholders to be held on June 18, 2014:**

**This Amendment No. 1, the Proxy Statement, a sample of the form of proxy card sent or given to stockholders by Celgene Corporation, and the Annual Report to Stockholders are available at <http://www.proxyvote.com> or on the Investor Relations page of Celgene Corporation s website at [www.celgene.com](http://www.celgene.com).**