

CELGENE CORP /DE/  
Form 424B3  
December 07, 2004

This Prospectus Supplement filed pursuant to Rule 424(b)(3)

Registration No. 333-107977

PROSPECTUS SUPPLEMENT

This is a Supplement, dated December 7, 2004, to the Prospectus (the "Prospectus") which forms a part of the Post-Effective Amendment No. 1 to the Form S-3 Registration Statement (No. 333-107977) filed on November 14, 2003 (the "Registration Statement") on behalf of Celgene Corporation (the "Company").

The Company originally issued the notes to which this Prospectus Supplement relates in a private placement in June 2003. The notes were sold by the initial purchaser of the notes in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchaser to be qualified institutional buyers as defined by Rule 144A under the Securities Act.

The following table sets forth as of the date of this Supplement information with respect to the selling securityholders and the principal amount of notes beneficially owned by each selling securityholder that may be offered pursuant to the Prospectus. The information contained in this Supplement is based on information provided to the Company by or on behalf of the selling securityholders. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, the Company cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which the Company was provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this Supplement is \$400,000,000, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this Prospectus is a part. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$400,000,000 aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling securityholder at the current conversion rate of 41.2796 shares per \$1,000 principal amount of notes and a cash payment in lieu of any fractional shares. No selling securityholder named in the table below beneficially owns one percent or more of our common stock, based on 164,056,000 common stock outstanding on December 7, 2004.

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Name	Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	\$7,000	*	
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer	\$7,000	*	
Advent Convertible Master (Cayman) L.P.	\$6,995,000	1.75%	288
AIG DKR SoundShore Strategic Holding Fund Ltd.	\$3,000,000	*	123
AIG/National Union Fire Insurance	\$145,000	*	5
Akanthos Arbitrage Master Fund LP	\$7,500,000	1.88%	309
Akela Capital Master Fund, Ltd.	\$8,500,000	2.13%	350
Alcon Laboratories	\$371,000	*	15
Alexandra Global Master Fund Ltd.	\$15,000,000	3.75%	619
Alexian Brothers Medical Center	\$165,000	*	6
Allentown City Police Pension Plan	\$31	*	
Allstate Insurance Company (4)	\$0	*	
Aloha Airlines Non-Pilots Pension Trust	\$100,000	*	4
Aloha Pilots Retirement Trust	\$50,000	*	2
Alpha US Sub Fund 4 LLC	\$278,000	*	11
Andraos, Georges and/or Gabriel and/or Maya (3)	\$100,000	*	4
AQR Capital Management, LLC	\$500,000	*	20
Arapahoe County Colorado	\$46,000	*	1
Arbco Associates, L.P.	\$450,000	*	18
Arbitrex Master Fund, L.P.	\$5,000,000	1.25%	206
Arkansas PERS	\$325,000	*	13
Arkansas Teachers Retirement	\$3,905,000	*	161
Arlington County Employees Retirement System	\$644,000	*	26
Asante Health Systems	\$96,000	*	3
Associated Electric & Gas Insurance Services, Ltd.	\$500,000	*	20
Attorney's Title Insurance Fund	\$70,000	*	2
Aviator Fund Management, L.P.	\$4,500,000	1.13%	185
Baptist Health of South Florida	\$540,000	*	22
Barclays Global Investors EquityHedge Fund I	\$15,000	*	
BNP Paribas Arbitrage	\$7,500,000	1.88%	309

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
Boilermakers Blacksmith Pension Trust	\$1,265,000	*	52

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BP Amoco Corporation Master Trust for Employee Pension Plans	\$8,330,000	2.08%	343
BP Amoco PLC Master Trust	\$697,000	*	28
British Virgin Islands Social Security Board	\$84,000	*	3
C&H Sugar Company Inc.	\$125,000	*	5
Calamos(R)Market Neutral Fund--Calamos(R) Investment Trust	\$7,600,000	1.90%	313
Canyon Capital Arbitrage Master Fund, Ltd.	\$3,000,000	*	123
Canyon Value Realization Fund, L.P.	\$1,500,000	*	61
Canyon Value Realization Fund (Cayman), Ltd.	\$4,100,000	1.03%	169
Canyon Value Realization MAC 18, Ltd. (RMF)	\$600,000	*	24
Castle Convertible Fund, Inc.	\$250,000	*	10
Celebrity IAM Ltd.	\$10,200,000	2.55%	421
Century Park Trust	\$2,500,000	*	103
Chrysler Corporation Master Retirement Trust	\$845,000	*	34
Citadel Equity Fund Ltd.	\$6,125,000	1.53%	252
Citadel Jackson Investment Fund Ltd.	\$875,000	*	36
Citigroup Global Markets Inc. (3)	\$1,000,000	*	41
City and County of San Francisco Retirement System	\$1,422,000	*	58
City of New Orleans	\$195,000	*	8
City University of New York	\$145,000	*	5
Clinton Multistrategy Master Fund, Ltd.	\$18,775,000	4.69%	775
Clinton Riverside Convertible Portfolio Limited	\$18,855,000	4.71%	778
Consulting Group Capital Markets Funds	\$900,000	*	37
Context Convertible Arbitrage Fund, L.P.	\$1,415,000	*	58
Context Convertible Arbitrage Offshore, Ltd.	\$2,335,000	*	96
Continental Casualty Company Convertible Securities Fund	\$2,085,000 \$30,000	* *	86 1
Credit Suisse First Boston LLC	\$18,850,000	4.71%	778
DBAG London	\$17,800,000	4.45%	734
Deam Convertible Arbitrage	\$1,000,000	*	41
DeepRock & Co.	\$1,000,000	*	41

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
Delaware PERS	\$465,000	*	19
Delaware Public Employees	\$1,492,000	*	61

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Retirement System			
Delta Airlines Master Trust	\$575,000	*	23
Delta AirLines Master Trust--CV	\$490,000	*	20
Delta Pilots Disability & Survivorship Trust--CV	\$240,000	*	9
Descartes Offshore Ltd.	\$6,500,000	1.63%	268
Descartes Partners L.P.	\$4,800,000	1.20%	198
Deutsche Bank Securities	\$7,500,000	1.88%	309
DKR SoundShore Opportunity Holding Fund Ltd.	\$1,500,000	*	61
DKR Saturn Event Driven Holding Fund Ltd.	\$2,500,000	*	103
DKR Saturn Holding Fund Ltd.	\$2,500,000	*	103
Drury University	\$20,000	*	
Duke Endowment	\$275,000	*	11
Engineers Joint Pension Fund	\$360,000	*	14
Excelsior Master Fund L.P.	\$1,500,000	*	61
FA Convertible Arbitrage Ltd.	\$85,000	*	3
Farbitrage Partners	\$600,000	*	24
Fidelity Financial Trust: Fidelity Convertible Securities Fund	\$2,000,000	*	82
Fidelity Puritan Trust: Fidelity Balanced Trust	\$3,700,000	*	152
Fore Convertible Masterfund Ltd.	\$2,000,000	*	82
Froley Revy Investment Convertible Security Fund	\$50,000	*	2
FrontPoint Convertible Arbitrage Fund, L.P.	\$2,000,000	*	82
General Motors Welfare Benefit Trust	\$2,000,000	*	82
GLG Market Neutral Fund (3)	\$30,000,000	7.50%	1,238
Goldman Sachs & Company (4)	\$1,600,000	*	66
Grace Convertible Artitrage Fund, Ltd.	\$5,500,000	1.38%	227
Grady Hospital Foundation	\$82,000	*	3
Hawaiian Airlines Employees Pension Plan--IAM	\$30,000	*	1
Hawaiian Airlines Pension Plan for Salaried Employees	\$5,000	*	
Hawaiian Airlines Pilots Retirement Plan	\$85,000	*	3
HFR Arbitrage Fund	\$417,000	*	17
HFR CA Select Fund	\$1,600,000	*	66
HFR Global Master Trust	\$226,000	*	9
Hillbloom Foundation	\$40,000	*	1

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
Hotel Union & Hotel Industry of	\$263,000	*	10

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Hawaii Pension Plan			
Hourglass Master Fund, Ltd.	\$10,350,000	2.59%	427
HRF RV Performance Master Trust	\$100,000	*	4
ICI American Holdings Trust	\$105,000	*	4
Independence Blue Cross	\$329,000	*	13
Innovest Finanzdienstle	\$1,000,000	*	41
Institutional Benchmarks Master Fund Ltd. (f/k/a Zurich Institutional Benchmarks Master Fund Ltd.)	\$1,555,000	*	64
J.P. Morgan Securities Inc.	\$18,500,000	4.63%	763
Jefferies & Company Inc. (4)	\$20,000	*	
John Deere Pension Trust	\$1,000,000	*	41
Kayne Anderson Capital Income Partners, L.P.	\$1,300,000	*	53
Kayne Anderson Income Partners, LP	\$50,000	*	2
KBC Financial Products (Cayman Islands) Limited	\$15,000,000	3.75%	619
KBC Financial Products USA Inc.	\$4,500,000	1.13%	185
Laurel Ridge Capital, LP	\$5,000,000	1.25%	206
LDG Limited	\$128,000	*	5
Lexington Vantage Fund	\$32,000	*	1
Lyxor	\$750,000	*	30
Man Convertible Bond Master Fund, Inc.	\$6,827,000	1.71%	281
McMahan Securities Co. L.P.	\$1,120,000	*	46
Meadow IAM Limited	\$1,120,000	*	46
Merril Lynch Insurance Group	\$307,000	*	12
Microsoft Corp.	\$670,000	*	27
Morgan Stanley & Co. Incorporated	\$7,807,000	1.95%	322
Motion Picture Industry Health Plan--Active Member Fund	\$100,000	*	4
Motion Picture Industry Health Plan--Retiree Member Fund	\$50,000	*	2
Municipal Employees	\$247,000	*	10
National Bank of Canada	\$1,250,000	*	51
Nations Convertible Securities Fund	\$3,970,000	*	163
New Orleans Firefighters Pension/Relief Fund	\$113,000	*	4
Nicholas Applegate Capital Management Convertible Mutual Fund	\$655,000	*	27
Nomura Securities Intl Inc.	\$5,000,000	1.25%	206

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owed Prior to the Offering (2)
Nuveen Preferred & Convertible Income Fund	\$2,065,000	*	85
Occidental Petroleum Corporation	\$261,000	*	10
OCM Convertible Trust	\$600,000	*	24

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Ohio Bureau of Workers Compensation	\$93,000	*	3
Oppenheimer Convertible Securities Fund	\$2,500,000	*	103
Partner Reinsurance Company Ltd.	\$290,000	*	11
Peoples Benefit Life Insurance Company TEAMSTERS	\$4,000,000	1.00%	165
Pioneer High Yield Fund	\$13,500,000	3.38%	557
Pioneer U.S. High Yield Corp. Bond Sub Fund	\$1,500,000	*	61
Policemen and Firemen Retirement System of the City of Detroit	\$352,000	*	14
Privilege Portfolio Sicay	\$4,000,000	1.00%	165
Pro-Mutual	\$842,000	*	34
PRS Convertible Arbitrage Master Fund (3)	\$1,600,000	*	66
Prudential Insurance Company of America	\$30,000	*	1
PSAM Allegro Partners LP	\$272,000	*	11
PSAM GPS Fund Ltd.	\$134,000	*	5
PSAM Panorama Fund Ltd.	\$1,025,000	*	42
PSAM World Arb Fund Ltd.	\$173,000	*	7
Putnam Convertible Income-Growth Trust	\$7,900,000	1.98%	326
Quest Global Convertible Master Fund Ltd.	\$500,000	*	20
Qwest Occupational Health Trust	\$115,000	*	4
Ram Trading Ltd.	\$4,000,000	1.00%	165
Relay 3 Asset Holding Co. Limited	\$16,000	*	
Retail Clerks Pension Trust #2	\$1,000,000	*	41
Ritchie Beech Trading, Ltd.	\$620,000	*	25
Sagamore Hill Hob Fund Ltd.	\$5,000,000	1.25%	206
Salomon Brothers Asset Management, Inc.	\$5,500,000	1.38%	227
San Diego City Retirement	\$785,000	*	32
San Diego County Convertibles	\$1,660,000	*	68
San Diego County Employee Retirement Association	\$2,000,000	*	82
Scorpion Offshore Investment Fund, Ltd.	\$90,000	*	3
Silverback Master, Ltd. (3)	\$15,000,000	3.75%	619

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
Southern Farm Bureau Life Insurance	\$745,000	*	30
SP Holdings Ltd.	\$49,000	*	2
Spartan Partners LP	\$351,000	*	14
Sphinx Convertible Arb Fund SPC	\$389,000	*	16
Sphinx Fund	\$78,000	*	3
SSI Blended Market Neutral L.P.	\$505,000	*	20

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SSI Hedged Convertible Market Neutral L.P.	\$561,000	*	23
St. Albans Partners Ltd.	\$3,000,000	*	123
St. Thomas Trading, Inc.	\$10,483,000	2.62%	432
Standard Global Equity Partners II, L.P.	\$15,000	*	
Standard Global Equity Partners SA, L.P.	\$148,000	*	6
Standard Global Equity Partners, L.P.	\$386,000	*	15
Standard Pacific Capital Offshore Fund, Ltd.	\$1,218,000	*	50
Standard Pacific MAC 16, Ltd.	\$63,000	*	2
State Employees' Retirement Fund of the State of Delaware	\$550,000	*	22
State of Maryland Agency	\$3,050	*	
State of Maryland Retirement Agency	\$3,497,000	*	144
State of Oregon/Equity	\$1,475,000	*	60
State of Oregon/SAIF Corporation	\$2,925,000	*	120
Syngenta AG	\$80,000	*	3
Tag Associates	\$60,000	*	2
TD Securities (USA) Inc.	\$2,000,000	*	82
Tewksbury Investment Fund Ltd.	\$200,000	*	8
The Grable Foundation	\$79,000	*	3
TQA Master Fund, Ltd.	\$1,254,000	*	51
TQA Master Plus Fund, Ltd.	\$1,907,000	*	78
Trustmark Insurance	\$226,000	*	9
UBS O'Connor LLC f/b/o O'Connor Global Convertible Arbitrage Master Ltd.	\$7,000,000	1.75%	288
US Bancorp Piper Jaffray	\$4,000,000	1.00%	165
US Bank FBO Benedictine Health Systems	\$155,000	*	6
Value Line Convertible Fund Inc.	\$200,000	*	8
Vanguard Convertible Securities Fund, Inc.	\$4,850,000	1.21%	200
Viacom Inc. Pension Plan Master Trust	\$24,000	*	

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owned Prior to the Offering (2)
Wachovia Bank National Association	\$45,860,000	11.47%	1,893
Wachovia Capital Markets LLC	\$6,000,000	1.50%	247
Wachovia Securities, International Ltd.	\$8,000,000	2.00%	330
Wake Forest University	\$440,000	*	18
Waterstone Market Neutral Fund, LP	\$830,000	*	34
Waterstone Market Neutral Offshore	\$4,170,000	1.04%	172

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Fund, Ltd.			
Westbay International Corp.	\$205,000	*	8
Wolverine Asset Management, LLC	\$4,775,000	1.19%	197
WPG Convertible Arbitrage Overseas Master Fund	\$1,200,000	*	49
Wyoming State Treasurer	\$850,000	*	35
Xavex Risk Arbitrage 5 Fund	\$114,000	*	4
Xavex Convertible Arbitrage 7 Fund	\$308,000	*	12
Xavex Convertible Arbitrage 8 Fund	\$400,000	*	16
(3)			
Yield Strategies Fund I, L.P.	\$1,000,000	*	41
Yield Strategies Fund II, L.P.	\$1,000,000	*	41
Zazove Convertible Arbitrage Fund, L.P.	\$5,550,000	1.39%	229
Zazove Hedged Convertible Fund, L.P.	\$4,600,000	1.15%	189
Zazove Income Fund, L.P.	\$2,000,000	*	82
ZCM Asset Holding Company, LLC	\$0	*	
Zeneca Holdings Trust	\$115,000	*	4

\* Represents less than 1%

- (1) Selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which the Company was provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this Supplement is \$400,000,000, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this Prospectus is a part.
- (2) Includes shares of common stock issuable upon conversion of the notes. Number of shares of common stock reflects a 2 for 1 stock split that became effective on October 22, 2004.
- (3) New selling securityholder.
- (4) Represents an updated principal amount.

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None of the selling securityholders or any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with the Company within the past three years.

The initial purchaser purchased all of the notes from the Company in a private transaction in June 2003. All of the notes were "restricted securities" under the Securities Act prior to this registration. The selling securityholders have represented to the Company that they purchased the notes for their own account for investment only and not with a view toward selling or distributing them, except pursuant to sales registered under the Securities Act or exempt from such registration.



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Information concerning the securityholders may change from time to time and any changed information will be set forth in supplements to the Prospectus if and when necessary. In addition, the number of shares of common stock issuable upon conversion of the notes is subject to adjustment under certain circumstances. Accordingly, the number of shares of common stock into which the notes are convertible may increase or decrease.