

CELGENE CORP /DE/  
Form 8-A12B  
October 15, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
CELGENE CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State 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)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered  
**Contingent Value Rights**

Name of each exchange on which  
each class is to be registered  
**NASDAQ Global Market**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-168369

Securities to be registered pursuant to Section 12(g) of the Act: None

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Contingent Value Rights included under the caption "Description of the CVRs" in the Registration Statement on Form S-4 (Registration No. 333-168369), filed by Celgene Corporation ( "Celgene" ) on July 29, 2010 pursuant to the Securities Act of 1933, as amended, is hereby incorporated by reference. The trustee under the Contingent Value Rights Agreement is American Stock Transfer & Trust Company, LLC. The Contingent Value Rights are unsecured obligations of Celgene, subordinated to an unlimited amount of Celgene's senior obligations.

**Item 2. Exhibits.**

- 4.1 Contingent Value Rights Agreement, dated as of October 15, 2010, by and between Celgene Corporation and American Stock Transfer & Trust Company, LLC, as trustee, which includes the Form of CVR Certificate as Annex A.
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**CELGENE CORPORATION**  
(Registrant)

By: /s/ Robert J. Hugin  
Name: Robert J. Hugin  
Title: Chief Executive Officer

Date: October 15, 2010

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.1                | Contingent Value Rights Agreement, dated as of October 15, 2010, by and between Celgene Corporation and American Stock Transfer & Trust Company, LLC, as trustee, which includes the Form of CVR Certificate as Annex A. |