

Abraxis BioScience, Inc.  
Form SC 13D/A  
October 19, 2010

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

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13D-2(a)  
(Amendment No. 1 )\***

Abraxis BioScience, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

00383Y102

(CUSIP Number)

**Maria Pasquale, Vice President and Chief Legal Counsel**

**Celgene Corporation**

**86 Morris Avenue**

**Summit, New Jersey 07901**

**Telephone: (908) 673-9000**

with a copy to:

**Jonn R. Beeson, Esq.**

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**3161 Michelson Drive, Suite 800**

**Irvine, California 92612**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**October 15, 2010**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, *see the Notes*).

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CUSIP No. 00383Y102

NAMES OF REPORTING PERSONS

1

Celgene Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 40,735,300 shares (1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0 shares

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 40,735,300 shares (1)

WITH SHARED DISPOSITIVE POWER

10

0 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

40,735,300 shares (1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

100%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

(1) Amount represents all the issued and outstanding shares of common stock, par value \$0.001 per share (the Shares ) of Abraxis BioScience, Inc. ( Abraxis ) acquired by Celgene Corporation pursuant to the Merger Agreement described in Item 4 below.

CUSIP No. 00383Y102

NAMES OF REPORTING PERSONS

1

Artistry Acquisition Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

Not applicable (2)

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

Not applicable (2)

EACH  
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON Not applicable (2)

WITH SHARED DISPOSITIVE POWER

10

Not applicable (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

Not applicable (2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

Not applicable (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

(2) Upon the terms and subject to the conditions of the Merger Agreement described in Item 4 below, Artistry Acquisition Corp. was merged with and into Abraxis (the Merger ) and the separate existence of Artistry Acquisition Corp. ceased.

This Amendment No. 1 ( Amendment No. 1 ) amends and supplements the statement on Schedule 13D (the Schedule 13D ) initially filed on July 8, 2010 in respect of the Shares. The Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 1. Capitalized terms used and not defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

The disclosure in Item 3 is hereby amended and restated in its entirety to read as follows:

On the terms and subject to the conditions of the Agreement and Plan of Merger (the Merger Agreement ), dated as of June 30, 2010, by and among Parent, Merger Sub and Abraxis, at the effective time of the Merger (the Effective Time ), each Share issued and outstanding immediately prior to the Effective Time (other than treasury Shares of Abraxis and any Shares owned by Parent, Merger Sub or any direct or indirect wholly-owned subsidiary of Parent or Abraxis, and any Dissenting Company Shares (as defined in the Merger Agreement)) was converted into the right to receive (i) an amount in cash, without interest, equal to \$58.00 (the Cash Consideration ), (ii) 0.2617 of a share of common stock, par value \$0.01 per share, of Parent (the Parent Common Stock ), and (iii) one contingent value right ( CVR ) issued by Parent subject to and in accordance with the CVR Agreement described below (collectively, the Merger Consideration ). No fractional shares of Parent Common Stock were or will be issued in the Merger, and Abraxis stockholders received or will receive cash in lieu of any fractional shares of Parent Common Stock.

Parent used its available cash to pay the Cash Consideration.

References to, and descriptions of, the Merger Agreement as set forth herein are not intended to be complete and are qualified in their entirety by reference to the Merger Agreement, a copy of which is filed as Exhibit 1 to this Schedule 13D and which is incorporated by reference in this Item 3 in its entirety.

**Item 4. Purpose of Transaction**

The disclosure in Item 4 is hereby amended and restated in its entirety to read as follows:

The purpose of the Merger Agreement is to acquire control of, and the entire equity interest in, Abraxis. The purpose of each of the Contingent Value Rights Agreement, the Non-Competition, Non-Solicitation and Confidentiality Agreement and the Stockholders Agreement is to facilitate the transactions contemplated by the Merger Agreement.

**Merger Agreement**

On October 15, 2010, Parent completed its acquisition of Abraxis on the terms and subject to the conditions of the Merger Agreement. The Merger was approved by the stockholders of Abraxis at a special meeting of the stockholders held on October 13, 2010. The Merger became effective on October 15, 2010. As a result of the Merger, Abraxis became a wholly-owned subsidiary of Parent.

As provided in the Merger Agreement, at the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (other than treasury Shares of Abraxis and any Shares owned by Parent, Merger Sub or any wholly-owned subsidiary of Parent or Abraxis, and any Dissenting Company Shares (as defined in the Merger Agreement)) was converted into the right to receive the Merger Consideration. No fractional shares of Parent Common Stock were issued or will be issued in the Merger, and Abraxis stockholders received or will receive cash in lieu of any fractional shares of Parent Common Stock. All outstanding stock options, stock appreciation rights and restricted stock units of Abraxis were canceled at the Effective Time.

Pursuant to the Merger Agreement, at the Effective Time Merger Sub was merged with and into Abraxis, with Abraxis continuing as the surviving corporation (the Surviving Corporation ). The amended and restated certificate of incorporation of Abraxis, as in effect immediately prior to the Effective Time, was, by virtue of the Merger, amended and restated in a form mutually agreed and, as so amended, became the certificate of incorporation of the Surviving Corporation. At the Effective Time, the by-laws of Merger Sub, as in effect immediately prior to the Effective Time, became the by-laws of the Surviving Corporation, with such modifications to the

indemnification provisions as required by Section 6.2(a) of the Merger Agreement. The directors of Merger Sub and the officers of Abraxis in office immediately prior to the Effective Time became the directors and officers, respectively, of the Surviving Corporation.

Following the Merger, the Shares will no longer be traded on the NASDAQ, there will be no public market for the Shares and the registration of the Shares under the Exchange Act will be terminated.

### **Contingent Value Rights Agreement**

At the closing of the Merger, Parent and American Stock Transfer & Trust Company, LLC entered into a Contingent Value Rights Agreement ( *CVR Agreement* ) governing the terms of the CVRs. A holder of a CVR is entitled to receive a pro rata portion of cash payments that Parent is obligated to pay to all holders of CVRs, as follows:

*Net Sales Payments.* For each full one-year period ending December 31 during the term of the CVR Agreement (a *Net Sales Measuring Period* ), a payment that equals (i) 2.5% of that portion of Net Sales of Abraxane® and the other Products (as each such term is defined in the CVR Agreement) that exceeds \$1 billion but is less than or equal to \$2 billion for such period, plus (ii) an additional amount equal to 5.0% of that portion of Net Sales of Abraxane® and the other Products that exceeds \$2 billion but is less than or equal to \$3 billion for such period, plus (iii) an additional amount equal to 10.0% of that portion of Net Sales of Abraxane® and the other Products that exceeds \$3 billion for such period; provided that no Net Sales Payments will be due following a Net Sales Payment Termination Date. *Net Sales Payment Termination Date* is defined as the last day of the Net Sales Measuring Period ending on December 31, 2025; provided that, if Net Sales of the Products for the Net Sales Measuring Period ending on December 31, 2025 are equal to or greater than \$1 billion , then the Net Sales Payment Termination Date will be extended until the earlier of (x) the last day of the Net Sales Measuring Period during which Net Sales of the Products are less than \$1 billion and (y) December 31, 2030.

*Milestone Payment #1.* \$250 million, with respect to the achievement of U.S. regulatory approval of Abraxane® for use in the treatment of non-small cell lung cancer, which permits Parent to market such Product under a label that includes a progression free survival claim, but only if the foregoing milestone is achieved no later than the fifth anniversary of the execution of the CVR Agreement.

*Milestone Payment #2.* \$400 million (if achieved no later than April 1, 2013) or \$300 million (if achieved after April 1, 2013 and before the fifth anniversary of the CVR Agreement), with respect to the achievement of U.S. regulatory approval of Abraxane® for use in the treatment of pancreatic cancer, which permits Parent to market such Product under a label that includes an overall survival claim.

Parent has agreed to use diligent efforts to achieve each of the Milestones above through the fifth year anniversary of the CVR Agreement and to use diligent efforts to obtain FDA regulatory approval for the commercial manufacture, marketing and sale of Abraxane® for the treatment of melanoma, ovarian cancer, bladder cancer and first-line metastatic breast cancer unless the data generated in an appropriate clinical trial does not support further development of Abraxane® for the applicable indication. Parent has also agreed to use diligent efforts to sell Abraxane® or any other Products for which Parent has obtained regulatory approval for the commercial manufacture, marketing and sale thereof.

Parent has agreed to use its reasonable best efforts to cause the CVRs to be approved for listing for trading on NASDAQ and to maintain such listing for as long as CVRs remain outstanding.

Parent may, at any time on and after the date that fifty percent of the CVRs initially issued pursuant to the terms of the Merger Agreement either are (i) no longer outstanding, and/or (ii) repurchased, acquired, redeemed or retired by Parent, redeem all (but not less than all) of the outstanding CVRs at a cash redemption price equal to the average price paid for all CVRs by Parent in prior transactions.



### **Non-Competition, Non-Solicitation and Confidentiality Agreement**

As an inducement to Parent and as a condition to Parent entering into the Merger Agreement, concurrently with the execution of the Merger Agreement, Dr. Patrick Soon-Shiong entered in a Non-Competition, Non-Solicitation and Confidentiality Agreement with Parent (the Noncompetition Agreement ), pursuant to which, among other things, Dr. Soon-Shiong will be generally prohibited, for 10 years from and after the Effective Time, subject to certain exceptions, from owning or otherwise engaging in the business of researching, developing, licensing, manufacturing, selling, offering for sale, importing, using, marketing, distributing, practicing or otherwise exploiting any Albumin-Bound Nab® Products (as defined in the Noncompetition Agreement) in the United States and any foreign jurisdiction in which Abraxis was engaged in the business of researching, developing, licensing, manufacturing, selling, offering for sale, importing, using, marketing, distributing, practicing or otherwise exploiting any Albumin-Bound Nab® Products as of the Effective Time.

### **Stockholders Agreement**

Concurrently with the execution of the Merger Agreement, Dr. Patrick Soon-Shiong and certain related entities holding, in the aggregate, approximately 82% of the issued and outstanding Shares (the Committed Stockholders ) entered in a Stockholders Agreement with Parent (the Stockholders Agreement ), pursuant to which, among other things, the Committed Stockholders have agreed not to sell, pledge or otherwise transfer the Parent Common Stock to be acquired by them in the Merger (the Merger Common Stock ) for three years following the Effective Time, other than to certain permitted transferees or in connection with a third party tender or exchange offer, merger or similar transaction involving Parent; provided that after two years the Committed Stockholders may sell up to 25% of the aggregate Merger Common Stock held by all Committed Stockholders immediately after the Effective Time. In addition, the Committed Stockholders have agreed that prior to the fourth anniversary of the Merger, the Committed Stockholders will not sell, pledge or otherwise transfer, in any calendar month, in open market transactions, more than 30% of the aggregate Merger Common Stock held by all Committed Stockholders immediately after the Effective Time.

### **General**

Other than as described in this Item 4, Parent and Merger Sub have no present plans or proposals that would relate to or result in any of the matters listed in paragraphs (a) through (j) of Item 4 of Schedule 13D.

The information set forth, or incorporated by reference, in Items 3, 5 and 6 of this Schedule 13D is hereby incorporated by this reference in this Item 4.

References to, and descriptions of, the Merger Agreement, the CVR Agreement, the Noncompetition Agreement and the Stockholders Agreement as set forth herein are not intended to be complete and are qualified in their entirety by reference to the Merger Agreement, the CVR Agreement, the Noncompetition Agreement and the Stockholders Agreement, respectively, copies of which are filed as Exhibit 1, Exhibit 2, Exhibit 3 and Exhibit 4, respectively, to this Schedule 13D and which are incorporated by reference in this Item 4 in their entirety.

### **Item 5. Interest in Securities of the Issuer**

The disclosure in Item 5 is hereby amended and restated in its entirety to read as follows:

(a) (b) Upon the terms and subject to the conditions of the Merger Agreement and as described in Item 4 hereof, all Shares (other than treasury Shares of Abraxis and any Shares owned by Parent, Merger Sub or any direct or indirect wholly-owned subsidiary of Parent or Abraxis, and any Dissenting Company Shares (as defined in the Merger Agreement)) were converted into the right to receive the Merger Consideration. The Merger was completed and Abraxis became a wholly-owned subsidiary of Parent on October 15, 2010.

Except as set forth in this Item 5, none of Parent or Merger Sub or, to the knowledge of Parent or Merger Sub, any of the persons listed on Annex I attached hereto, beneficially owns or has the power to vote or cause the vote of any Shares.

(c) Except for the completion of the Merger, no transactions in Shares were effected by Parent, Merger Sub or, to the knowledge of Parent or Merger Sub, any of the persons listed on Annex I attached hereto, during the 60 days prior to the date hereof.

(d) (e) Not applicable.

**Item 7. Material to be Filed as Exhibits**

Item 7 is hereby amended and restated in its entirety to read as follows:

1. Agreement and Plan of Merger, dated as of June 30, 2010, by and among Parent, Merger Sub and Abraxis (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Parent on July 1, 2010).
2. Contingent Value Rights Agreement, dated as of October 15, 2010, by and between Parent and American Stock Transfer & Trust Company, LLC (incorporated by reference to Exhibit 4.1 to Form 8-A filed by Parent on October 15, 2010).
3. Non-Competition, Non-Solicitation and Confidentiality Agreement, dated as of June 30, 2010, by and between Parent and Dr. Patrick Soon-Shiong (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by Parent on July 1, 2010).
4. Stockholders Agreement, dated as of June 30, 2010, by and among Parent, Dr. Patrick Soon-Shiong, California Capital LP, Patrick Soon-Shiong 2009 GRAT 1, Patrick Soon-Shiong 2009 GRAT 2, Michele B. Chan Soon-Shiong GRAT 1, Michele B. Chan Soon-Shiong GRAT 2, Soon-Shiong Community Property Revocable Trust, California Capital Trust and Michele B. Chan Soon-Shiong (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by Parent on July 1, 2010).

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Celgene Corporation

By: /s/ Sandesh Mahatme  
Sandesh Mahatme  
Corporate Vice President, Assistant  
Secretary and Treasurer

Artistry Acquisition Corp.

By: /s/ Andre Van Hoek  
Andre Van Hoek  
President

Dated: October 18, 2010

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## ANNEX I

Annex I is amended and restated in its entirety to read as follows:

### **Information Concerning Directors and Executive Officers of Celgene Corporation**

The following table sets forth the name, present principal occupation or employment, and material occupations, positions, offices or employment for at least the past five years of each director and executive officer of Celgene Corporation. Unless otherwise indicated, all positions set forth below opposite an individual's name refer to positions within Celgene. The current business address of each of these individuals is 86 Morris Avenue, Summit, New Jersey 07901, and the current business phone number of each of these individuals is (908) 673-9000. Each of the persons listed below is a U.S. citizen.

#### **Board of Directors**

##### **Present Principal Occupation or Employment; Material Positions Held During the Past Five Years**

##### **Name**

Sol J. Barer, Ph.D.

After the annual meeting of Celgene's stockholders on June 16, 2010, Dr. Barer transitioned from Chief Executive Officer to Executive Chairman of the Board of Directors, a position he will hold until December 31, 2010. Prior to that, Dr. Barer served as Celgene's Chief Executive Officer since May 1, 2006. Dr. Barer also served as Celgene's President from October 1993 to May 1, 2006 and as Celgene's Chief Operating Officer from March 1994 to May 1, 2006. Dr. Barer has served as the Chairman of the Board of Directors since January 2, 2007 and, since March 1994, has served as a director of Celgene. He is also the Chairman of the Executive Committee of the Board of Directors. Dr. Barer was Senior Vice President Science and Technology and Vice President/General Manager Chiral Products from October 1990 to October 1993 and Celgene's Vice President Technology from September 1987 to October 1990. Dr. Barer received a Ph.D. in organic chemistry from Rutgers University. Dr. Barer is also a director of Amicus Therapeutics and serves on the Board of Trustees of BioNJ and the Board of the Brooklyn College Foundation. Dr. Barer previously served as Commissioner of the New Jersey Commission on Science and Technology.

Robert J. Hugin

After the annual meeting of Celgene's stockholders on June 16, 2010, Mr. Hugin became Celgene's new Chief Executive Officer. Prior to that, Mr. Hugin served as Celgene's Chief Operating Officer and President since May 1, 2006. He also served as Celgene's Senior Vice President and Chief Financial Officer from June 1999 until May 1, 2006. Mr. Hugin has served as a director of Celgene since December 2001. Previously, Mr. Hugin had been a Managing Director at J.P. Morgan & Co. Inc., which he joined in 1985. Mr. Hugin received an A.B. degree from Princeton University and an M.B.A. from the University of Virginia. Mr. Hugin is also a director of The Medicines Company, Atlantic Health System, Inc., a non-profit health care system, and Family Promise, a national non-profit network assisting homeless families.

Michael D. Casey

Mr. Casey has served as a director of Celgene since August 2002, is Chairman of the Nominating Committee and a member of the Executive Committee (since December 2006) and the Management Compensation and Development Committee (since April 2006) of the Board of Directors. He became Celgene's lead independent director in June 2007. Mr. Casey was a member of the Audit Committee from August 2002 through December 2006. From September 1997 to February 2002, Mr. Casey served as the Chairman, President, Chief Executive Officer and a director of Matrix Pharmaceutical,



Name	<b>Present Principal Occupation or Employment; Material Positions Held During the Past Five Years</b>
	<p>Inc. From November 1995 to September 1997, Mr. Casey was Executive Vice President at Schein Pharmaceutical, Inc. In December 1996, he was appointed President of the retail and specialty products division of Schein Pharmaceutical. From June 1993 to November 1995, he served as President and Chief Operating Officer of Genetic Therapy, Inc. Mr. Casey was President of McNeil Pharmaceutical (a unit of Johnson &amp; Johnson) from 1989 to June 1993 and Vice President, Sales and Marketing for Ortho Pharmaceutical Corp. (a subsidiary of Johnson &amp; Johnson) from 1985 to 1989. Mr. Casey is also a director of Durect Corp. and AVI BioPharma, and served as director of Allos Therapeutics, Inc. through January 2010.</p>
Carrie S. Cox	<p>Ms. Cox was elected to the Board of Directors of Celgene effective December 16, 2009 and is a member of the Audit Committee (since March 2010). Ms. Cox served as Executive Vice President and President of Schering-Plough's Global Pharmaceutical Business until November 3, 2009 when Schering-Plough merged with Merck &amp; Co., Inc. Prior to joining Schering-Plough, Ms. Cox served as President of Pharmacia Corporation's pharmaceutical business until its merger with Pfizer Inc. in 2003. Ms. Cox is a member of the Board of Directors of Texas Instruments and has served on their audit and compensation committees, and has recently been appointed to the Board of Directors of Cardinal Health, Inc. Ms. Cox is also a member of the Harvard School of Public Health's Health Policy and Management Executive Council and a member of the Board of Overseers of the University of Pennsylvania Museum of Archaeology and Anthropology. Ms. Cox is a graduate of the Massachusetts College of Pharmacy.</p>
Rodman L. Drake	<p>Mr. Drake has served as a director of Celgene since April 2006, is Chairman of the Compensation Committee since June 2007 and a member of the Nominating Committee of the Board of Directors. Since January 2002, Mr. Drake has been Managing Director of Baringo Capital LLC, a private equity group he co-founded. From November 1997 to January 2002, Mr. Drake was president of Continuation Investments Group Inc., a private equity firm. Prior to that, Mr. Drake was co-chairman of the KMR Power Company and Chief Executive Officer and Managing Director of Cresap McCormick and Paget, a leading management consulting firm, and served as President of the Mandrake Group, a consulting firm specializing in strategy and organizational design. He is a member of the boards of directors of The Student Loan Corporation, Jackson Hewitt Tax Service, Inc., Crystal River Capital, Inc. and The Animal Medical Center of New York. He is the Chairman of the Helios Funds and a Trustee of the Columbia Atlantic Funds. From 2007 to 2009, Mr. Drake served as a member of the board of directors of Golden Minerals Company, formerly Apex Silver Mines Limited.</p>
Gilla Kaplan, Ph.D.	<p>Dr. Kaplan has served as a director of Celgene since April 1998 and is a member of the Audit Committee of the Board of Directors. Dr. Kaplan is head of the Laboratory of Mycobacterial Immunity and Pathogenesis at The Public Health Research Institute Center at the University of Medicine and Dentistry of New Jersey in Newark, New Jersey, where she was appointed full Member in 2002. Dr. Kaplan also was appointed, in 2005, Professor of Medicine at the University of Medicine and Dentistry of New Jersey. Previously, Dr. Kaplan was an immunologist in the Laboratory at Cellular Physiology and Immunology at The Rockefeller University in New York where she was</p>

an Associate Professor.

James J. Loughlin

Mr. Loughlin has served as a director of Celgene since January 2007, is Chairman of the Audit Committee (since June 2008) and a member of the

Name	<b>Present Principal Occupation or Employment; Material Positions Held During the Past Five Years</b>
	Compensation Committee (since June 2008) of the Board of Directors. Mr. Loughlin served as the National Director of the Pharmaceuticals Practice at KPMG LLP, including a five-year term as member of the Board of Directors of KPMG. Additionally, Mr. Loughlin served as Chairman of the Pension and Investment Committee of the KPMG Board from 1995 through 2001. He also served as Partner in charge of Human Resources, Chairman of the Personnel and Professional Development Committee, Secretary and Trustee of the Peat Marwick Foundation and a member of the Pension, Operating and Strategic Planning Committees. In addition, Mr. Loughlin served as a member of the Boards of Directors of Alfacell Corporation (until 2008) and Datascope Corp. (until January 2009).
Ernest Mario, Ph.D.	Dr. Mario has served as a director of Celgene since August 2007 and is a member of the Nominating Committee (since August 2007) and the Executive Committee (since June 2008) of the Board of Directors. Dr. Mario is a former Deputy Chairman and Chief Executive of Glaxo Holdings plc and a former Chairman and Chief Executive Officer of ALZA Corporation. Dr. Mario has been a Director of Boston Scientific since October 2001 and currently is the Lead Director of Pharmaceutical Product Development. From 2003 to 2007, he was Chairman and Chief Executive of Reliant Pharmaceuticals. Dr. Mario currently is the Chief Executive Officer and Chairman of Capnia, Inc., a privately held specialty pharmaceutical company in Palo Alto, CA. A former Trustee of Duke University, he serves on the Board of the Duke University Health System. He is Chairman of the American Foundation for Pharmaceutical Education and serves as an advisor to the pharmacy schools at the University of Rhode Island and The Ernest Mario School of Pharmacy at Rutgers University. Dr. Mario is the recipient of the 2007 Remington Honor Medal, which is the highest recognition given by the American Pharmacists Association.
Walter L. Robb, Ph.D.	Mr. Robb has served as a director of Celgene since 1992 and is a member of the Audit Committee of the Board of Directors. He has been a private consultant and President of Vantage Management Inc., a consulting and investor services company, since January 1993. Dr. Robb was Senior Vice President for Corporate Research and Development of General Electric Company, and a member of its Corporate Executive Council from 1986 to December 1992. Dr. Robb is Chairman of the Board of Directors of Capital District Sports. He also is a director of Mechanical Technology, Inc., a public company, and several private companies.



**Executive Officers**

<b>Name</b>	<b>Present Principal Occupation or Employment; Material Positions Held During the Past Five Years</b>
Sol J. Barer, Ph.D.	See information provided above.
Robert J. Hugin	See information provided above.
Jacquelyn A. Fouse	Jacquelyn A. Fouse was appointed Senior Vice President and Chief Financial Officer of Celgene effective September 27, 2010. Immediately prior to this appointment, Ms. Fouse served as Chief Financial Officer of Bunge Limited, a leading global agribusiness and food company, since July 2007. Prior to joining Bunge, Ms. Fouse served as Senior Vice President, Chief Financial Officer and Corporate Strategy at Alcon Laboratories, Inc. since 2006, and as its Senior Vice President and Chief Financial Officer since 2002. Ms. Fouse earned a B.A. and an M.A. in Economics from the University of Texas at Arlington.
Aart Brouwer	Mr. Brouwer has served as Chairman International and Senior Advisor to Celgene's Chairman and Chief Executive Officer since January 1, 2009. He joined Celgene in November 2005.
Graham Burton, MBBS, FRCP	Mr. Burton has served as Senior Vice President Global Regulatory Affairs, Pharmacovigilance, Corporate Quality and Compliance since July 1, 2003. He joined Celgene in July 2003.

**Information Concerning Directors and Executive Officers of Artistry Acquisition Corp.**

The following table sets forth the name, present principal occupation or employment, and material occupations, positions, offices or employment for at least the past five years of each director and executive officer of Artistry Acquisition Corp. Unless otherwise indicated, all positions set forth below opposite an individual's name refer to positions within Artistry Acquisition Corp. The current business address of each of these individuals is 86 Morris Avenue, Summit, New Jersey 07901, and the current business phone number of each of these individuals is (908) 673-9000. Each of the persons listed below is a U.S. citizen.

<b>Name</b>	<b>Present Principal Occupation or Employment; Material Positions Held During the Past Five Years</b>
Perry Karsen	Mr. Karsen has been a director of Artistry Acquisition Corp. since October 15, 2010 and serves as its President.
Andre Van Hoek	Mr. Van Hoek has been a director of Artistry Acquisition Corp. since June 24, 2010 and serves as its Chief Financial Officer.
Sandesh Mahatme	Mr. Mahatme has been a director of Artistry Acquisition Corp. since June 24, 2010 and serves as its Treasurer and Secretary.
Wayne Folkart	Mr. Folkart has been a director of Artistry Acquisition Corp. since June 24, 2010 and serves as its Vice President - Tax.