

CELGENE CORP /DE/  
 Form 424B2  
 August 02, 2013  
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Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed	Proposed	Amount of Registration
		Maximum	Maximum	
		Offering Price	Aggregate	
		Per Unit	Offering Price	Fee <sup>(1)</sup>
2.300% Senior Notes due 2018	\$400,000,000	99.792%	\$399,168,000	\$54,447
4.000% Senior Notes due 2023	\$700,000,000	99.452%	\$696,164,000	\$94,957
5.250% Senior Notes due 2043	\$400,000,000	99.147%	\$396,588,000	\$54,095
Total	\$1,500,000,000		\$1,491,920,000	\$203,851

<sup>(1)</sup> The registration fee is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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**Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-169731**

**PROSPECTUS SUPPLEMENT**

(To prospectus dated October 4, 2010)

**\$1,500,000,000**

**Celgene Corporation**

**\$400,000,000 2.300% Senior Notes due 2018**

**\$700,000,000 4.000% Senior Notes due 2023**

**\$400,000,000 5.250% Senior Notes due 2043**

We are offering \$400,000,000 aggregate principal amount of 2.300% senior notes due 2018 (the 2018 notes ), \$700,000,000 aggregate principal amount of 4.000% senior notes due 2023 (the 2023 notes ) and \$400,000,000 aggregate principal amount of 5.250% senior notes due 2043 (the 2043 notes ) and, together with the 2018 notes and the 2023 notes, the notes ). We will pay interest on the notes on February 15 and August 15 of each year, beginning February 15, 2014. The 2018 notes will mature on August 15, 2018, the 2023 notes will mature on August 15, 2023 and the 2043 notes will mature on August 15, 2043. We may redeem some or all of the notes at any time at the redemption prices described in this prospectus supplement under the heading Description of Notes Optional Redemption. If a change of control triggering event as described in this prospectus supplement under the heading Description of Notes Offer to Purchase upon Change of Control Triggering Event occurs, we may be required to offer to purchase the notes from the holders.

The notes will be general unsecured senior obligations and rank equally with our existing and future unsecured senior indebtedness. The notes will be issued only in registered form in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Investing in the notes involves risks that are described in the Risk Factors section beginning on page S-8 of this prospectus supplement and similar sections in our filings with the Securities and Exchange Commission that are incorporated or deemed incorporated by reference herein.**

**Total**

**Total**

**Total**

	Per 2018 Note		Per 2023 Note		Per 2043 Note	
Public offering price(1)	99.792%	\$ 399,168,000	99.452%	\$ 696,164,000	99.147%	\$ 396,588,000
Underwriting discount	0.600%	\$ 2,400,000	0.650%	\$ 4,550,000	0.875%	\$ 3,500,000
Proceeds, before expenses, to us(1)	99.192%	\$ 396,768,000	98.802%	\$ 691,614,000	98.272%	\$ 393,088,000

(1) Plus accrued interest, if any, from August 6, 2013, if settlement occurs after that date.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about August 6, 2013.

*Joint Book-Running Managers*

**Barclays**

**Citigroup**

**Deutsche Bank Securities**  
*Co-Manager*

**J.P. Morgan**

**HSBC**

**The date of this prospectus supplement is August 1, 2013.**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

As used in this prospectus supplement, unless otherwise specified or where it is clear from the context that the term only means issuer, the terms Celgene, we, us and our refer to Celgene Corporation and its consolidated subsidiaries.

This document is in two parts. The first part is this prospectus supplement, which adds to and updates information contained in the accompanying prospectus, and describes our senior debt securities offering. The second part is the accompanying prospectus, dated October 4, 2010, which provides more general information, some of which may not apply to this offering. Generally, when we refer to this prospectus, we are referring to both parts of this document combined. To the extent there is a conflict between the information contained in this prospectus supplement and the information contained in the accompanying prospectus, you should rely on the information in this prospectus supplement.

Before purchasing any securities, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under the headings *How to Obtain More Information* and *Incorporation by Reference* in this prospectus supplement.

**HOW TO OBTAIN MORE INFORMATION**

We file annual, quarterly and interim reports, proxy and information statements and other information with the Securities and Exchange Commission, or, the SEC. These filings contain important information, which does not appear in this prospectus supplement. The reports and other information can be inspected and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet website (<http://www.sec.gov>) that contains reports, proxy and information statements and other materials that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

We have filed with the SEC a registration statement on Form S-3 under the Securities Act of 1933, as amended, or the Securities Act, with respect to the securities offered by this prospectus supplement, which has become effective. This prospectus supplement does not contain all of the information in the registration statement. We have omitted certain parts of the registration statement, as permitted by the rules and regulations of the SEC. You may inspect and copy the registration statement, including exhibits, at the SEC's public reference facilities or website. Statements contained in this prospectus supplement concerning the contents of any document we refer you to are not necessarily complete and in each instance we refer you to the applicable document filed with the SEC for more complete information.

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**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference the information we file with them, which means that we may disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents subsequently filed with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, prior to the termination of the offering under this prospectus supplement. We are not, however, incorporating by reference any documents or portions thereof whether specifically listed below or filed in the future that are not deemed filed with the SEC, including any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K.

Annual Report on Form 10-K for the year ended December 31, 2012;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013;

Current Reports on Form 8-K filed with the SEC on April 19, 2013 and June 13, 2013; and

Portions of the Definitive Proxy Statement on Schedule 14A for the 2013 annual meeting of stockholders held on June 12, 2013 to the extent incorporated by reference in the Annual Report on Form 10-K for the year ended December 31, 2012.

You may request a copy of these filings at no cost, other than exhibits to such documents which are not specifically incorporated by reference into such documents or this prospectus supplement, by calling our Investor Relations department at (908) 673-9000, or by writing to Investor Relations, Celgene Corporation, 86 Morris Avenue, Summit, NJ 07901.

**FORWARD-LOOKING STATEMENTS**

Certain statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus are considered forward-looking statements (within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Exchange Act) concerning our business, results of operations, economic performance and/or financial condition, based on management's current expectations, plans, estimates, assumptions and projections. Forward-looking statements are included, for example, in the discussions about:

strategy;

new product discovery and development;

current or pending clinical trials;

our products' ability to demonstrate efficacy or an acceptable safety profile;

actions by the U.S. Food and Drug Administration;

product manufacturing, including our arrangements with third-party suppliers;

product introduction and sales;

royalties and contract revenues;

expenses and net income;

credit and foreign exchange risk management;

liquidity;

asset and liability risk management;

the outcome of litigation;

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intellectual property rights and protection;

economic factors;

competition; and

operational and legal risks.

We have tried, wherever possible, to identify these forward-looking statements by using words such as forecast, project, anticipate, plan, strategy, intend, potential, outlook, target, seek, continue, believe, could, estimate, expect, may, probable, should, meaning in conjunction with, among other things, discussions of our future operations, business plans and prospects, prospective products or product approvals, our strategies for growth, product development and regulatory approval, our expenses, the impact of foreign exchange rates, the outcome of contingencies, such as legal proceedings, and our financial performance and results generally. You also can identify our forward-looking statements by the fact that they do not relate strictly to historical or current facts.

You are cautioned not to unduly rely on the forward-looking statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Factors that could cause such differences include, but are not limited to, those risks and uncertainties discussed under the heading Risk Factors in this prospectus supplement and the risks described in our other filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013.

Whether or not any of these or other risks or uncertainties materialize, our results could differ materially from the expectations in these statements. We do not undertake any obligation to update these forward-looking statements, except as required by law.



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**PROSPECTUS SUPPLEMENT SUMMARY**

*The following is a summary of some of the information contained, or incorporated by reference, in this prospectus supplement. It is not complete and may not contain all the information that is important to you. To understand this offering fully, you should read carefully this entire prospectus supplement, including the risk factors beginning on page S-8 and the financial statements incorporated by reference in this prospectus supplement, the accompanying prospectus and the other documents incorporated by reference herein and therein. Unless the context requires otherwise, references to we, us, our and Celgene shall mean Celgene Corporation and its consolidated subsidiaries. Any capitalized terms used and not defined in this prospectus supplement have the meaning assigned to them in the accompanying prospectus or our Annual Report on Form 10-K for the year ended December 31, 2012, incorporated by reference herein.*

**Celgene Corporation**

We are a global biopharmaceutical company primarily engaged in the discovery, development and commercialization of innovative therapies designed to treat cancer and immune-inflammatory related diseases. We are dedicated to innovative research and development designed to bring new therapies to market and are involved in research in several scientific areas that may deliver proprietary next-generation therapies, targeting areas such as intracellular signaling pathways in cancer and immune cells, immunomodulation in cancer and autoimmune diseases and therapeutic application of cell therapies.

Our primary commercial stage products include REVLIMID<sup>®</sup>, VIDAZA<sup>®</sup>, ABRAXANE<sup>®</sup>, POMALYST<sup>®</sup>, THALOMID<sup>®</sup> (inclusive of Thalidomide Celgene<sup>®</sup>) and ISTODAX<sup>®</sup>. POMALYST<sup>®</sup> was approved by the U.S. Food and Drug Administration (FDA) in February 2013 for patients with multiple myeloma who have received at least two prior therapies, including lenalidomide and bortezomib, and have demonstrated disease progression on or within 60 days of completion of the last therapy.

We continue to invest substantially in research and development in support of multiple ongoing clinical proprietary development programs which support our existing products and pipeline of new drug candidates. REVLIMID<sup>®</sup> is in several phase III trials across a range of hematological malignancies that include newly diagnosed multiple myeloma and maintenance, lymphomas, chronic lymphocytic leukemia (CLL) and non-deletion 5q myelodysplastic syndromes. Phase III trials with POMALYST<sup>®</sup> in relapsed refractory multiple myeloma, in addition to VIDAZA<sup>®</sup> for acute myeloid leukemia (AML), CC-486 for myelodysplastic syndromes (MDS) and AML, and ISTODAX for first-line PTCL are also underway. In solid tumors, we are evaluating ABRAXANE<sup>®</sup> in a phase III trial for metastatic melanoma. Our lead product candidate in Inflammation & Immunology, apremilast, is currently being evaluated in pivotal trials for psoriatic arthritis, psoriasis, ankylosing spondylitis and Behçet's disease. Beyond our phase III programs is a growing early-to-mid-stage pipeline of novel therapies intended to address significant unmet medical needs.

We believe that continued acceptance of our primary commercial stage products, participation in research and development collaboration arrangements, depth of our product pipeline, regulatory approvals of new products and expanded use of existing products will provide the catalysts for future growth.

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**Corporate Information**

We were incorporated in the State of Delaware in April 1986. Our principal executive offices are located at 86 Morris Avenue, Summit, NJ 07901, and our phone number is (908) 673-9000. Our website address is *www.celgene.com*. The reference to our website address does not constitute incorporation by reference of the information contained on the website, which should not be considered part of this prospectus supplement. Additional information regarding us is set forth in our Annual Report on Form 10-K for the year ended December 31, 2012, our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013 and June 30, 2013 and our Current Reports on Form 8-K (which are incorporated by reference in this prospectus supplement, unless furnished to, and not filed with, the SEC). See **How to Obtain More Information** and **Incorporation by Reference**.

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**THE OFFERING**

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the notes, see [Description of Notes](#) in this prospectus supplement.

Issuer	Celgene Corporation
Notes Offered	<p>\$1,500,000,000 in aggregate principal amount of notes, consisting of:</p> <p style="padding-left: 40px;">\$400,000,000 aggregate principal amount of the 2018 notes;</p> <p style="padding-left: 40px;">\$700,000,000 aggregate principal amount of the 2023 notes; and</p> <p style="padding-left: 40px;">\$400,000,000 aggregate principal amount of the 2043 notes.</p>
Maturity Dates	<p>2018 notes: August 15, 2018.</p> <p>2023 notes: August 15, 2023.</p> <p>2043 notes: August 15, 2043.</p>
Interest and Payment Dates	<p>2018 notes: 2.300% per annum, payable semi-annually in arrears in cash on February 15 and August 15 of each year, beginning February 15, 2014.</p> <p>2023 notes: 4.000% per annum, payable semi-annually in arrears in cash on February 15 and August 15 of each year, beginning February 15, 2014.</p> <p>2043 notes: 5.250% per annum, payable semi-annually in arrears in cash on February 15 and August 15 of each year, beginning February 15, 2014.</p>
Repurchase at the Option of Holders upon a Change of Control Triggering Event	<p>If we experience a <a href="#">Change of Control Triggering Event</a> (as defined in <a href="#">Description of Notes</a> <a href="#">Offer to Purchase upon Change of Control Triggering Event</a> ), we will be required, unless we have exercised our right to redeem the notes, to offer to purchase the notes with respect to which such event occurred at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest.</p>
Ranking	The notes will rank:

equal in right of payment to any of our existing and future senior unsecured indebtedness;

senior in right of payment to any of our future subordinated indebtedness; and

effectively subordinated in right of payment to any of our subsidiaries' obligations (including secured and unsecured obligations) and subordinated in right of payment to our secured obligations, to the extent of the assets securing such obligations.

Optional Redemption

We may redeem the notes at our option, at any time in whole or from time to time in part, at a "make-whole" redemption price. We will also pay the accrued and unpaid interest on the notes to the redemption date. See "Description of Notes - Optional Redemption."

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Covenants	The notes and related indenture do not contain any financial or other similar restrictive covenants. However, we will be subject to the covenants described under the caption Description of Notes Covenants.
Use of Proceeds	We intend to use the net proceeds for general corporate purposes, which may include, without limitation, further development of our clinical and pre-clinical programs, capital expenditures, general corporate development activities, meeting working capital needs, share repurchases of our common stock and repayment of some or all of our outstanding commercial paper. The proceeds from our commercial paper program are used for general corporate purposes. As of June 30, 2013, \$887.8 million of commercial paper was outstanding, bearing an effective interest rate of 0.3%. Our commercial paper has varied maturities, but does not exceed 270 days from the date of issue. See Use of Proceeds.
DTC Eligibility	The notes will be issued in fully registered book-entry form and will be represented by permanent global notes without coupons. Global notes will be deposited with a custodian for and registered in the name of a nominee of DTC, in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described in Description of Notes Book-Entry System.
Form and Denomination	The notes will be issued in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof.
Trading	The notes will not be listed on any securities exchange or included in any automated quotation system. The notes will be new securities for which there is currently no public market.
Risk Factors	You should carefully consider the information set forth under Risk Factors on page S-8 of this prospectus supplement, as well as the risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013, each of which has been filed with the SEC and is incorporated herein by reference, before deciding to invest in the notes.
Further Issues	We may, without notice to or the consent of the holders or beneficial owners of the notes, create and issue additional notes and/or notes having the same ranking, interest rate, maturity and other terms as the notes of a particular series. Any additional debt securities having such similar terms, together with that series of notes, could be considered part of the same series of notes under the indenture, provided that if the additional notes are not fungible with the notes of a particular series for U.S. federal income tax purposes, the additional notes will have a separate CUSIP number.
Trustee	The Bank of New York Mellon Trust Company, N.A.
Governing Law	The notes will be governed by the laws of the State of New York.



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**RISK FACTORS**

*Before investing in our securities, you should carefully consider the following risks and the risk factors described in **Risk Factors** in our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013, each of which has been filed with the SEC and is incorporated by reference herein, and subsequent filings containing updated disclosures of such factors, together with other information contained in this prospectus supplement and any related free writing prospectus and the other information that we have incorporated by reference herein. Whether or not any of these risk factors were actually to occur, our business, financial condition or results of operations could be materially adversely affected.*

**Risks Related to this Offering**

***We may not be Able to Generate Sufficient Cash to Service Our Obligations Under the Notes***

Our ability to service the notes will depend upon, among other things, continued commercial success of our primary products REVLIMID<sup>®</sup>, VIDAZA<sup>®</sup>, ABRAXANE<sup>®</sup>, POMALYST<sup>®</sup>, THALOMID<sup>®</sup> (inclusive of Thalidomide Celgene<sup>®</sup>) and ISTODAX<sup>®</sup> and other factors that affect our future financial and operating performance, including, without limitation, prevailing economic conditions and financial, business and regulatory factors, many of which are beyond our control.

If we are unable to generate sufficient cash flow to service the debt service requirements under the notes, we may be forced to take actions such as:

restructuring or refinancing our debt, including the notes;

seeking additional debt or equity capital;

seeking bankruptcy protection;

reducing distributions if we make any in the future;

reducing or delaying our business activities, acquisitions, investments or capital expenditures; or

selling assets.

Such measures might not be successful and might not enable us to service our obligations under the notes. In addition, any such financing, refinancing or sale of assets might not be available on economically favorable terms or at all.

***We may Still be Able to Incur Substantially More Indebtedness. This Could Exacerbate the Risks Associated with Our Indebtedness Under the Notes***

We may be able to incur substantial additional indebtedness in the future. The terms of the indenture governing our existing notes (as fully described in our Annual Report on Form 10-K for the year ended December 31, 2012) and the terms of the indenture governing the notes offered hereby, as well as the agreement governing our revolving credit facility, do not prevent us or our subsidiaries from incurring indebtedness, subject to the financial maintenance covenants under our revolving credit facility. If we incur any additional indebtedness that ranks equally with our existing notes, the notes offered hereby and the obligations under our revolving credit facility, the holders of that indebtedness will be entitled to share ratably with the holders of the notes offered hereby in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding-up of us. This may have the effect of reducing the amount of proceeds paid to you. If new indebtedness is added to our current debt levels, the related risks that we and our subsidiaries now face could intensify.





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***The Notes Offered Hereby will be Unsecured and Effectively Subordinated to any Future Secured Indebtedness***

The notes offered hereby will be general unsecured obligations ranking effectively junior in right of payment to any future secured indebtedness. The notes are not secured by any of our assets. Any claims of future secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the notes with respect to those assets. Additionally, the indenture governing the existing notes and the indenture governing the notes offered hereby, as well as the agreement governing our revolving credit facility, will permit us to incur additional secured indebtedness in the future. In the event that we are declared bankrupt, become insolvent or are liquidated or reorganized, any indebtedness that is effectively senior to the notes will be entitled to be paid in full from our assets securing such indebtedness before any payment may be made with respect to the notes offered hereby. Holders of the notes offered hereby will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the notes (including the existing notes and the obligations under our revolving credit facility), and potentially with all of Celgene Corporation's other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets.

***The Terms of the Indenture and the Notes Provide Only Limited Protection Against Significant Corporate Events that could Adversely Impact Your Investment in the Notes***

While the indenture and the notes contain terms intended to provide protection to the holders of the notes upon the occurrence of certain events involving significant corporate transactions, such terms are limited and may not be sufficient to protect your investment in the notes.

The definition of the term "Change of Control Triggering Event" (as defined in "Description of Notes - Offer to Purchase upon Change of Control Triggering Event") does not cover a variety of transactions (such as acquisitions by us or recapitalizations) that could negatively affect the value of your notes. If we were to enter into a significant corporate transaction that would negatively affect the value of the notes but would not constitute a Change of Control Triggering Event, we would not be required to offer to repurchase your notes prior to their maturity.

Furthermore, the indenture for the notes does not:

require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flow or liquidity;

limit our ability to incur indebtedness that is equal in right of payment to the notes;

restrict our subsidiaries' ability to issue securities or otherwise incur indebtedness that would be senior to our equity interests in our subsidiaries and therefore rank effectively senior to the notes;

limit the ability of our subsidiaries to service indebtedness;

restrict our ability to repurchase or prepay any other of our securities or other indebtedness; or

restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our common stock or other securities ranking junior to the notes.

As a result of the foregoing, when evaluating the terms of the notes, you should be aware that the terms of the indenture and the notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the notes.

***Our Credit Ratings are Subject to Change***

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes.



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Agency ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

***Your Ability to Transfer the Notes Offered Hereby will be Limited by the Absence of an Active Trading Market***

The notes are a series of securities for which there is currently no established trading market. The underwriters have advised us that they intend to make a market in the notes as permitted by applicable laws and regulations; however, the underwriters are not obligated to make a market in the notes, and they may discontinue their market-making activities at any time without notice. Therefore, an active market for the notes may not develop or, if developed, such a market may not continue. In addition, subsequent to their initial issuance, the notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar notes, our performance, general economic conditions and other factors.

We do not intend to apply for listing or quotation of the notes on any securities exchange or stock market. The liquidity of any market for the notes will depend on a number of factors, including:

the number of holders of notes;

our operating performance and financial condition;

the market for similar securities;

the interest of securities dealers in making a market in the notes; and

prevailing interest rates.

***Upon Certain Change of Control Triggering Events, We may not have the Ability to Raise the Funds Necessary to Finance the Change of Control Offer Required by the Indenture Governing the Notes, Which Would Violate the Terms of the Notes***

Upon the occurrence of specific kinds of change of control triggering events, holders of the notes will have the right to require us to purchase all or any part of the notes at a price equal to 101% of the principal amount, plus accrued and unpaid interest, if any, to the date of purchase. We may not have sufficient financial resources available to satisfy all of our obligations under the notes in the event of a change in control. Our failure to purchase the notes as required under the indenture would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. See Description of Notes Offer to Purchase upon Change of Control Triggering Event.

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**USE OF PROCEEDS**

The net proceeds to us from this offering are estimated to be approximately \$1,479.4 million, after deducting underwriting discounts and estimated offering expenses payable by us. We intend to use the net proceeds for general corporate purposes, which may include, without limitation, further development of our clinical and pre-clinical programs, capital expenditures, general corporate development activities, meeting working capital needs, share repurchases of our common stock and repayment of some or all of our outstanding commercial paper. The proceeds from our commercial paper program are used for general corporate purposes. As of June 30, 2013, \$887.8 million of commercial paper was outstanding, bearing an effective interest rate of 0.3%. Our commercial paper has varied maturities, but does not exceed 270 days from the date of issue.

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**CAPITALIZATION**

The following table sets forth our cash, cash equivalents and marketable securities and our capitalization as of June 30, 2013 on an:

actual basis; and

adjusted basis to reflect the offering of notes offered hereby and the application of the net proceeds therefrom as described under the heading Use of Proceeds.

You should read this table along with our historical consolidated financial statements and related notes and the other financial information included and incorporated by reference in this prospectus supplement.

**As of June 30, 2013**  
**Actual**