

Receptos, Inc.  
Form SC TO-C  
July 17, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **July 17, 2015**

**CELGENE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-34912**

(Commission File Number)

**22-2711928**

(IRS Employer Identification No.)

**86 Morris Avenue, Summit, New Jersey 07901**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(908) 673-9000**

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01 OTHER EVENTS**

In connection with the recently disclosed acquisition of Receptos, Inc. for approximately \$7.2 billion, net of cash acquired, Celgene Corporation (the “Company”) will finance the acquisition with a combination of cash on hand and approximately \$5.0 billion of senior notes pursuant to a public offering. The Company also expects to offer up to an additional \$3 billion of senior notes for general corporate purposes consistent with the Company’s normal financing activity before year-end. The aggregate amounts of these anticipated debt financings were taken into consideration in our previously disclosed 2015 guidance and investment grade profile, each of which remains unchanged.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

N/A

1

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CELGENE CORPORATION**

Date: July 17, 2015 By: /s/ Peter N. Kellogg  
Peter N. Kellogg  
Executive Vice President and  
Chief Financial Officer