

CELGENE CORP /DE/
Form FWP
February 08, 2018

**Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration No. 333-214279
February 8, 2018**

Celgene Corporation

Pricing Term Sheet

February 8, 2018

\$500,000,000 2.875% Senior Notes due 2021

\$1,000,000,000 3.250% Senior Notes due 2023

\$1,500,000,000 3.900% Senior Notes due 2028

\$1,500,000,000 4.550% Senior Notes due 2048

Issuer: Celgene Corporation
Expected Ratings (Moody's / S&P)*: Baa2 (Stable) / BBB+ (Stable)
Type of Transaction: SEC Registered
Trade Date: February 8, 2018
Expected Settlement Date:** February 20, 2018 (T+7)

2.875% Senior Notes due 2021

3.250% Senior Notes due 2023

Title: 3.900% Senior Notes due 2028

4.550% Senior Notes due 2048

2021 Notes: \$500,000,000

2023 Notes: \$1,000,000,000

Principal Amount: 2028 Notes: \$1,500,000,000

2048 Notes: \$1,500,000,000

Maturity Date: 2021 Notes: February 19, 2021

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2023 Notes: February 20, 2023

2028 Notes: February 20, 2028

2048 Notes: February 20, 2048

2021 Notes: 2.875% per annum

2023 Notes: 3.250% per annum

Coupon (Interest Rate):

2028 Notes: 3.900% per annum

2048 Notes: 4.550% per annum

2021 Notes: 99.954%

2023 Notes: 99.758%

Price to Public:

2028 Notes: 99.656%

2048 Notes: 99.400%

2021 Notes: 2.891%

2023 Notes: 3.303%

Yield to Maturity:

2028 Notes: 3.942%

2048 Notes: 4.587%

2021 Notes: 2.000% due January 15, 2021

2023 Notes: 2.375% due January 31, 2023

Benchmark Treasury:

2028 Notes: 2.250% due November 15, 2027

2048 Notes: 2.750% due August 15, 2047

	2021 Notes: + 60 basis points
Spread to Benchmark Treasury:	2023 Notes: + 75 basis points
	2028 Notes: + 110 basis points
	2048 Notes: + 145 basis points
	2021 Notes: 99-05¾; 2.291%
Benchmark Treasury Price and Yield:	2023 Notes: 99-05+; 2.553%
	2028 Notes: 94-31+; 2.842%
	2048 Notes: 92-18+; 3.137%
	2021 Notes: February 19 and August 19, commencing August 19, 2018
Interest Payment Dates:	2023 Notes: February 20 and August 20, commencing August 20, 2018
	2028 Notes: February 20 and August 20, commencing August 20, 2018
	2048 Notes: February 20 and August 20, commencing August 20, 2018
	2021 Notes: Make-whole call at Treasury rate plus 10 basis points at any time
	2023 Notes: Prior to January 20, 2023 (the date that is one month prior to the maturity date), make-whole call at Treasury rate plus 15 basis points; par call at any time on or after January 20, 2023
Optional Redemption:	2028 Notes: Prior to November 20, 2027 (the date that is three months prior to the maturity date), make-whole call at Treasury rate plus 20 basis points; par call at any time on or after November 20, 2028
	2048 Notes: Prior to August 20, 2047 (the date that is six months prior to the maturity date), make-whole call at Treasury rate plus 25 basis points; par call at any time on or after August 20, 2048
Special Mandatory Redemption:	If the Juno acquisition has not closed by November 20, 2018 or if an Acquisition Termination Event (as defined below) occurs, we will be required to redeem the notes, in whole but not in part, at a redemption price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest on such notes to the date of redemption. An "Acquisition Termination Event" means either (1) the termination of the agreement and plan of merger with Juno or (2) we determine in our reasonable judgment that the Juno acquisition will not occur.
CUSIP / ISIN:	2021 Notes: 151020 BC7 / US151020BC77
	2023 Notes: 151020 BA1 / US151020BA12
	2028 Notes: 151020 BB9 / US151020BB94

Citigroup Global Markets Inc.

Deutsche Bank Securities Inc.

J.P. Morgan Securities LLC

Joint Book-Running Managers:

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

HSBC Securities (USA) Inc.

MUFG Securities Americas Inc.

Senior Co-Managers:

Standard Chartered Bank

PNC Capital Markets LLC

Co-Managers:

U.S. Bancorp Investments, Inc.

Academy Securities, Inc.

Junior Co-Managers:

CastleOak Securities, L.P.

Drexel Hamilton, LLC

***Note: A security rating is not a recommendation to buy, sell or hold securities, and may be subject to revision or withdrawal at any time. Each of the security ratings above should be evaluated independently of any other security rating.**

****Note: We expect that delivery of the notes will be made against payment therefor on or about February 20, 2018, which will be the seventh business day following the date of the pricing of the notes (such settlement being referred to as "T+7"). Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of pricing or the next two succeeding business days will be required, by virtue of the fact that the notes initially will settle in T+7, to specify alternative settlement arrangements to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery hereunder should consult their own advisors.**

The issuer has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement and other documents the issuer has filed with the SEC and incorporated by reference in the prospectus and prospectus supplement for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus

and prospectus supplement if you request it by calling Citigroup Global Markets Inc. at 1-800-831-9146, Deutsche Bank Securities Inc. at 1-800-503-4611, J.P. Morgan Securities LLC at 1-866-803-9204 or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322.

This pricing term sheet supplements the preliminary form of prospectus supplement issued by Celgene Corporation on February 8, 2018 relating to its prospectus dated October 27, 2016.

Any disclaimer or other notice that may appear below is not applicable to this communication and should be disregarded. Such disclaimer or notice was automatically generated as a result of this communication being sent by Bloomberg or another email system.