

CELGENE CORP /DE/  
Form FWP  
August 02, 2013

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration No. 333-169731**

**August 1, 2013**

**Celgene Corporation**

**Pricing Term Sheet**

**August 1, 2013**

**2.300% Senior Notes due 2018**

**4.000% Senior Notes due 2023**

**5.250% Senior Notes due 2043**

|   |   |
|---|---|
| <b>Issuer:</b>                                | Celgene Corporation   |
| <b>Expected Ratings (Moody's / S&amp;P)*:</b> | Baa2 (Positive) /BBB+ (Stable)  |
| <b>Type of Transaction:</b>                   | SEC Registered  |
| <b>Trade Date:</b>                            | August 1, 2013  |
| <b>Expected Settlement Date:</b>              | August 6, 2013 (T+3)  |
| <b>Joint Book-Running Managers:</b>           | Barclays Capital Inc.<br><br>Citigroup Global Markets Inc.<br><br>Deutsche Bank Securities Inc.<br><br>J.P. Morgan Securities LLC<br>HSBC Securities (USA) Inc. |
| <b>Co-Manager:</b>                            | HSBC Securities (USA) Inc.  |
| <b>Title:</b>                                 | 2.300% Senior Notes due 2018<br><br>4.000% Senior Notes due 2023<br><br>5.250% Senior Notes due 2043  |
| <b>Principal Amount:</b>                      | 2018 Notes: \$400,000,000<br><br>2023 Notes: \$700,000,000<br><br>2043 Notes: \$400,000,000   |
| <b>Maturity Date:</b>                         | 2018 Notes: August 15, 2018<br><br>2023 Notes: August 15, 2023  |

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**Coupon (Interest Rate):**

2043 Notes: August 15, 2043

2018 Notes: 2.300% per annum

2023 Notes: 4.000% per annum

**Price to Public:**

2043 Notes: 5.250% per annum

2018 Notes: 99.792%

2023 Notes: 99.452%

**Yield to Maturity:**

2043 Notes: 99.147%

2018 Notes: 2.344%

2023 Notes: 4.067%

**Benchmark Treasury:**

2043 Notes: 5.307%

2018 Notes: 1.375% due July 31, 2018

2023 Notes: 1.750% due May 15, 2023

**Spread to Benchmark Treasury:**

2043 Notes: 3.125% due February 15, 2043

2018 Notes: + 85 basis points

2023 Notes: + 135 basis points

2043 Notes: + 155 basis points

|                                  |   |
|----------------------------------|---|
| <b>Benchmark Treasury Yield:</b> | 2018 Notes: 1.494%                                      |
|                                  | 2023 Notes: 2.717%                                      |
|                                  | 2043 Notes: 3.757%                                      |
| <b>Interest Payment Dates:</b>   | February 15 and August 15, commencing February 15, 2014 |
| <b>Optional Redemption:</b>      | 2018 Notes: T + 15 basis points at any time             |
|                                  | 2023 Notes: T + 20 basis points at any time             |
|                                  | 2043 Notes: T + 25 basis points at any time             |
| <b>CUSIP / ISIN:</b>             | 2018 Notes: 151020AK0 / US151020AK03                    |
|                                  | 2023 Notes: 151020AJ3 / US151020AJ30                    |
|                                  | 2043 Notes: 151020AL8 / US151020AL85                    |

\* **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.

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](http://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 Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611 and J.P. Morgan Securities LLC collect at 1-212-834-4533.

This pricing term sheet supplements the preliminary form of prospectus supplement issued by Celgene Corporation on August 1, 2013 relating to its prospectus dated October 4, 2010.

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