

**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): June 24, 2019

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-1136
(Commission File Number)

22-0790350
(IRS Employer Identification Number)

**430 East 29th Street, 14th Floor
New York, NY, 10016**
(Address of Principal Executive Office)

Registrant's telephone number, including area code: (212) 546-4000

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.10 Par Value	BMY	New York Stock Exchange
1.000% Notes due 2025		New York Stock Exchange
1.750% Notes due 2035		New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 24, 2019, Bristol-Myers Squibb Company (“Bristol-Myers Squibb” or “Company”) issued a press release announcing an update on the regulatory approval process and timeline for the Company’s planned merger (the “Transaction”) with Celgene Corporation (“Celgene”). As further described in the press release, to allow the Transaction to close on a timely basis in light of concerns expressed by the Federal Trade Commission (“FTC”), the Company is planning the divestiture of OTEZLA® (apremilast). The divestiture is subject to further review by the FTC and requires that Bristol-Myers Squibb enter into a consent decree with the FTC. Once the FTC accepts the consent order and the other customary closing conditions are satisfied, Bristol-Myers Squibb intends to close the Transaction at the earliest possible date, which it currently expects to be at the end of 2019 or the beginning of 2020.

In addition, the Company also announced that Bristol-Myers Squibb and Celgene have concluded their pre-notification process with the European Commission, and are pleased to confirm that they have today submitted the formal application for clearance by the European Commission.

A copy of the press release announcing the regulatory update is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein in its entirety .

Important Information For Investors And Stockholders

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. It does not constitute a prospectus or prospectus equivalent document. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

In connection with the proposed transaction between Bristol-Myers Squibb Company (“Bristol-Myers Squibb”) and Celgene Corporation (“Celgene”), on February 1, 2019, Bristol-Myers Squibb filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4, as amended on February 1, 2019 and February 20, 2019, containing a joint proxy statement of Bristol-Myers Squibb and Celgene that also constitutes a prospectus of Bristol-Myers Squibb. The registration statement was declared effective by the SEC on February 22, 2019, Bristol-Myers Squibb and Celgene commenced mailing the definitive joint proxy statement/prospectus to stockholders of Bristol-Myers Squibb and Celgene on or about February 22, 2019, and the special meetings of the stockholders of Bristol-Myers Squibb and Celgene were held on April 12, 2019. INVESTORS AND SECURITY HOLDERS OF BRISTOL-MYERS SQUIBB AND CELGENE ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED OR THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement and the definitive joint proxy statement/prospectus and other documents filed with the SEC by Bristol-Myers Squibb or Celgene through the website maintained by the SEC at <http://www.sec.gov> . Copies of the documents filed with the SEC by Bristol-Myers Squibb are available free of charge on Bristol-Myers Squibb’s internet website at <http://www.bms.com> under the tab, “Investors” and under the heading “Financial Reporting” and subheading “SEC Filings” or by contacting Bristol-Myers Squibb’s Investor Relations Department through <https://www.bms.com/investors/investor-contacts.html> . Copies of the documents filed with the SEC by Celgene are available free of charge on Celgene’s internet website at <http://www.celgene.com> under the tab “Investors” and under the heading “Financial Information” and subheading “SEC Filings” or by contacting Celgene’s Investor Relations Department at ir@celgene.com .

Cautionary Statement Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. You can identify these forward-looking statements by the fact that they use words such as “should,” “expect,” “anticipate,” “estimate,” “target,” “may,” “project,” “guidance,” “intend,” “plan,” “believe” and others words and terms of similar meaning and expression in connection with any discussion of future operating or financial performance. You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements are likely to relate to, among other things, statements about the strategic process to execute the sale of OTEZLA and the pending merger with Celgene, the interest of bidders for OTEZLA, projections as to use of proceeds from the OTEZLA sale (including with respect to the impact on Bristol-Myers Squibb’s post-closing deleveraging plans) and the anticipated benefits thereof and of the merger and the expected timing of completion thereof and of the merger and are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes to differ materially from current expectations.

Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to, the risks that: the completion of the merger may not occur on the anticipated terms and timing or at all; a condition to the closing of the merger may not be satisfied; the combined company will have substantial indebtedness following the completion of the merger; Bristol-Myers Squibb is unable to achieve the synergies and value creation contemplated by the merger; Bristol-Myers Squibb is unable to promptly and effectively integrate Celgene's businesses; management's time and attention is diverted on transaction related issues; disruption from the transaction makes it more difficult to maintain business, contractual and operational relationships; the credit ratings of the combined company decline following the merger; legal proceedings are instituted against Bristol-Myers Squibb, Celgene or the combined company; Bristol-Myers Squibb, Celgene or the combined company is unable to retain key personnel; and announcements relating to the OTEZLA transaction or the consummation of the merger have a negative effect on the market price of the capital stock of Bristol-Myers Squibb and Celgene or on Bristol-Myers Squibb's and Celgene's operating results.

Additional information concerning these risks, uncertainties and assumptions can be found in Bristol-Myers Squibb's and Celgene's respective filings with the SEC, including the risk factors discussed in Bristol-Myers Squibb's and Celgene's most recent Annual Reports on Form 10-K, as updated by their Quarterly Reports on Form 10-Q and future filings with the SEC. Except as otherwise required by law, Bristol-Myers Squibb undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is included as part of this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press release of Bristol-Myers Squibb Company, dated June 24, 2019

EXHIBIT INDEX

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SIGNATURES

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

BRISTOL-MYERS SQUIBB COMPANY

Dated: June 24, 2019

By: /s/ Katherine R. Kelly

Name: Katherine R. Kelly

Title: Corporate Secretary

Bristol-Myers Squibb Provides Update on Pending Merger with Celgene

NEW YORK, June 24, 2019 – Bristol-Myers Squibb Company (NYSE: BMY) today provided an update on the approval process and timeline for the Company’s pending merger with Celgene Corporation (NASDAQ: CELG). The Company remains actively engaged in discussions with the U.S. Federal Trade Commission (“FTC”) on the FTC’s continued review of the proposed transaction. To allow the transaction to close on a timely basis in light of concerns expressed by the FTC, the Company is planning the divestiture of OTEZLA® (apremilast).

The divestiture is subject to further review by the FTC and requires that Bristol-Myers Squibb enter into a consent decree with the FTC. Once the FTC accepts the consent order and the other customary closing conditions are satisfied, Bristol-Myers Squibb intends to close the Celgene transaction at the earliest possible date, which it currently expects to be at the end of 2019 or the beginning of 2020. The proceeds of the OTEZLA sale will allow Bristol-Myers Squibb to accelerate its post-closing deleveraging plans.

Bristol-Myers Squibb and Celgene have concluded their pre-notification process with the European Commission, and are pleased to confirm that they have today submitted the formal application for clearance by the European Commission.

The Company commented:

“Bristol-Myers Squibb is committed to working with regulatory authorities around the world on the proposed combination with Celgene. The Company is focused on realizing the promise of the transaction, and is continuing to work to complete the transaction on a timely basis.

“Bristol-Myers Squibb reaffirms the significant value creation opportunity of the acquisition of Celgene. Together with \$2.5 billion of cost synergies, a compelling pipeline and a strong portfolio of marketed products, the Company continues to expect growth in sales and earnings through 2025.

“The Company is continuing to develop its promising immunology pipeline asset, tyrosine kinase 2 (TYK2) inhibitor, in several autoimmune diseases, including psoriasis. Bristol-Myers Squibb looks forward to advancing its leadership in core areas of focus, including immunology, and delivering highly innovative medicines that bring meaningful benefits to patients as a combined company.”

Bristol-Myers Squibb and Celgene have received approval for Bristol-Myers Squibb’s acquisition of Celgene from their respective shareholders.

Morgan Stanley & Co. LLC is serving as financial advisor regarding the planned divestiture.

About Bristol-Myers Squibb

Bristol-Myers Squibb is a global biopharmaceutical company whose mission is to discover, develop and deliver innovative medicines that help patients prevail over serious diseases. For more information about Bristol-Myers Squibb, visit us at BMS.com or follow us on LinkedIn, Twitter, YouTube and Facebook.

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Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to, the risks that: the completion of the OTEZLA sale and of the merger may not occur on the anticipated terms and timing or at all; a condition to the closing of the merger may not be satisfied; the combined company will have substantial indebtedness following the completion of the merger; Bristol-Myers Squibb is unable to achieve the synergies and value creation contemplated by the merger; Bristol-Myers Squibb is unable to promptly and effectively integrate Celgene's businesses; management's time and attention is diverted on transaction related issues; disruption from the transaction makes it more difficult to maintain business, contractual and operational relationships; the credit ratings of the combined company decline following the merger; legal proceedings are instituted against Bristol-Myers Squibb, Celgene or the combined company; Bristol-Myers Squibb, Celgene or the combined company is unable to retain key personnel; and announcements relating to the OTEZLA sale or the consummation of the merger have a negative effect on the market price of the capital stock of Bristol-Myers Squibb and Celgene or on Bristol-Myers Squibb's and Celgene's operating results.

Additional information concerning these risks, uncertainties and assumptions can be found in Bristol-Myers Squibb's and Celgene's respective filings with the SEC, including the risk factors discussed in Bristol-Myers Squibb's and Celgene's most recent Annual Reports on Form 10-K, as updated by their Quarterly Reports on Form 10-Q and future filings with the SEC. Except as otherwise required by law, Bristol-Myers Squibb undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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