

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 21, 2025

BRISTOL-MYERS SQUIBB COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-01136
(Commission File Number)

22-0790350
(I.R.S Employer Identification No.)

Route 206 & Province Line Road, Princeton, New Jersey 08543
(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): (609) 252-4621

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	BMYY	New York Stock Exchange
1.750% Notes due 2035	BMYY35	New York Stock Exchange
Celgene Contingent Value Rights	CELG RT	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On July 25, 2025, Bristol-Myers Squibb Company (the “Company”) announced that Dr. Samit Hirawat, Chief Medical Officer and Head of Development, will leave the Company by November 1, 2025. In connection with his departure, Dr. Hirawat will transition from his current role as Executive Vice President, Chief Medical Officer and Head of Development, effective August 1, 2025, to become an advisor to the Company.

(e) In connection with his departure, Dr. Hirawat will be entitled to (i) severance benefits in accordance with the Company’s U.S. Severance Benefits Plan, (ii) pro-rated vesting of Market Share Units (MSUs) and Performance Share Units (PSUs), in each case, in accordance with the Company’s equity award agreements under the Company’s 2021 Stock Award and Incentive Plan, and (iii) a prorated annual incentive payout for 2025 in accordance with the Company’s Senior Executive Performance Incentive Plan.

A copy of the press release announcing the departure of Dr. Hirawat is attached to this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit	
No.	Description
<u>99.1</u>	Press release of Bristol-Myers Squibb Company dated July 25, 2025.
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL (included as Exhibit 101).

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.

Dated: July 25, 2025

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ Amy Fallon

Name: Amy Fallon

Title: Corporate Secretary



Cristian Massacesi, M.D., Joins Bristol Myers Squibb as Executive Vice President, Chief Medical Officer and Head of Development

Dr. Massacesi will join BMS August 1 and serve on the Executive Leadership Team

Samit Hirawat, M.D., Executive Vice President, to step down from his role on August 1 and will depart BMS on November 1

PRINCETON, N.J., [BUSINESS WIRE] – Bristol Myers Squibb (NYSE: BMY) today announced the appointment of Cristian Massacesi, M.D., as Executive Vice President, Chief Medical Officer, and Head of Development, effective August 1, 2025. In this role, Dr. Massacesi will oversee the company's early-stage and late-stage product development across all therapeutic areas.

"We are thrilled to welcome Cristian to Bristol Myers Squibb," said Christopher Boerner, Ph.D., board chair and chief executive officer, Bristol Myers Squibb. "His deep scientific expertise, strong focus on clinical execution and proven track record of regulatory approvals will be instrumental as we continue to advance our pipeline and deliver breakthrough medicines to even more patients around the world. Cristian also has a very strong track record of building and developing world-class teams."

"I am on a mission to discover new medicines - unlocking innovative approaches to researching and treating challenging diseases so that one day, no patient will hear that all options have been exhausted. I am excited to join BMS in this shared purpose, with its storied history, vast pipeline across therapeutic areas, exceptional reputation, and culture deeply committed to making a difference," said Dr. Massacesi.

Samit Hirawat, M.D., Bristol Myers Squibb's Executive Vice President, Chief Medical Officer, and Head of Development for the past six years, is stepping down to pursue new professional opportunities. Dr. Hirawat will transition from his current role, effective August 1, 2025, and will remain an advisor to the Company through November 1, 2025, to ensure a seamless transition.

Boerner continued, "We sincerely thank Samit for his leadership and dedication to innovative drug development at BMS over the past six years. Under his guidance, we have advanced groundbreaking science that has culminated in the approval of many new products across oncology, hematology, immunology, cardiovascular, and neuroscience. His commitment and visionary approach have driven our progress and positioned us at the forefront of impactful medical innovation."

About Cristian Massacesi, M.D.

Dr. Massacesi began his career in the healthcare field as a medical oncologist, bringing the ethos of putting patients first into his more than 20 years of global biopharmaceutical experience. He has a proven track record of advancing breakthrough science from early through late-stage development and global regulatory approvals, inspiring and encouraging his teams to identify novel strategies and take smart risks.

He most recently served as Chief Medical Officer of AstraZeneca and Alexion and as Oncology Chief Development Officer at AstraZeneca, where he led a global organization of more than 3,000 employees. Under his leadership, AstraZeneca advanced over 150 clinical studies and secured multiple regulatory approvals. Prior to his tenure at AstraZeneca, Dr. Massacesi held senior R&D positions at Pfizer and Novartis, where he oversaw development programs across solid tumors and hematologic malignancies.

Dr. Massacesi will be based in Princeton, New Jersey, and report directly to Christopher Boerner, Ph.D., Board Chair and CEO of Bristol Myers Squibb.

About Bristol Myers Squibb: Transforming Patients' Lives Through Science

At Bristol Myers Squibb, our mission is to discover, develop and deliver innovative medicines that help patients prevail over serious diseases. We are pursuing bold science to define what's possible for the future of medicine and the patients we serve. For more information, visit us at [BMS.com](https://www.bms.com) and follow us on [LinkedIn](#), [X](#), [YouTube](#), [Facebook](#) and [Instagram](#).

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