

MEDAREX INC
Form 8-K
May 04, 2004

As filed with the Securities and Exchange Commission on May 4, 2004.

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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)

May 4, 2004 (May 3, 2004)

MEDAREX, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State of other jurisdiction
of incorporation)

0-19312
(Commission
File Number)

22-2822175
(IRS Employer
Identification No.)

707 State Road, Princeton, N.J. 08540-1437

(Address of Principal Executive Offices)

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Registrant's telephone number, including area code: **(609) 430-2880**

Not Applicable

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

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Item 5 Other Events

Item 7. Financial Statements and Exhibits.

Signature

Item 5. Other Events

On May 3, 2004, Medarex, Inc. (the Company) completed its sale to certain initial purchasers of \$150 million aggregate principal amount of its 2.25% Convertible Senior Notes due May 15, 2011. For additional information concerning this offering, refer to the exhibits to this Current Report on Form 8-K.

Item 7. Financial Statements and Exhibits.

(c) Exhibits. The following materials are filed as exhibits to this Current Report on Form 8-K:

**Exhibit
Number**

- 4.1 Purchase Agreement, dated as of April 27, 2004, by and among the Company, Goldman, Sachs & Co. and J.P. Morgan Securities Inc.
- 4.2 Registration Rights Agreement, dated as of May 3, 2004 by and among the Company, Goldman, Sachs & Co. and J.P. Morgan Securities, Inc.
- 4.3 Indenture, dated as of May 3, 2004, between the Company and Wilmington Trust Company, as trustee.

SIGNATURE

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.

MEDAREX, INC.

Registrant

Date: May 4, 2004

By: /s/ W. Bradford Middlekauff

W. Bradford Middlekauff

Senior Vice President, General Counsel
and Secretary

EXHIBIT INDEX

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