

SCHERING PLOUGH CORP

Form 8-K

December 21, 2007

**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): December 20, 2007  
SCHERING-PLOUGH CORPORATION  
(Exact Name of Registrant as Specified in its Charter)**

New Jersey  
(State or Other Jurisdiction  
of Incorporation)

1-6571  
(Commission  
File Number)  
2000 Galloping Hill Road  
Kenilworth, NJ 07033

22-1918501  
(IRS Employer  
Identification No.)

(Address of Principal Executive Office)

Registrant's telephone number, including area code: (908) 298-4000

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:

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement**

On December 20, 2007, Schering-Plough (Ireland) Company ( Schering-Plough ), Centocor, Inc, and CNA Development, LLC entered into an Amendment Agreement to a previous Distribution Agreement dated April 3, 1998 (the Amended Distribution Agreement ). The Amended Distribution Agreement will, among other changes, extend the terms of Schering-Plough s marketing rights to REMICADE and golimumab and modify the profit sharing terms to REMICADE and golimumab.

The foregoing description of the Amended Distribution Agreement does not purport to be complete and is qualified in its entirety by reference to the Amended Distribution Agreement, which is filed as Exhibit 10.1 hereto, and is incorporated into this report by reference below.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

EXHIBIT NO. DESCRIPTION

10.1 Amendment Agreement to the Distribution Agreement, dated December 20, 2007, between Centocor, Inc., CNA Development, LLC, and Schering-Plough (Ireland) Company.\*

99.1 Press Release, dated December 21, 2007, entitled Centocor, Schering-Plough revise agreement covering Remicade, Golimumab .

\*Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request.

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**SIGNATURES**

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.

Schering-Plough Corporation

By: /s/ Susan Ellen Wolf

Susan Ellen Wolf

Corporate Secretary,

Vice President Corporate Governance and

Associate General Counsel

Date: December 21, 2007

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**EXHIBIT INDEX**

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