

MEDAREX INC  
Form SC 14D9/A  
August 14, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14D-9**

**(Rule 14d-101)**

**Solicitation/Recommendation Statement**

**Under Section 14(d)(4) of the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**MEDAREX, INC.**

(Name of Subject Company)

**MEDAREX, INC.**

(Name of Person Filing Statement)

**Common Stock, \$0.01 par value per share**

**(including the associated Series A Junior Participating Preferred Stock purchase rights)**

(Title of Class of Securities)

**583916101**

(CUSIP Number of Class of Securities)

**Howard H. Pien**

**President and Chief Executive Officer**

**707 State Road**

**Princeton, New Jersey 08540**

**(609) 430-2880**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Person Filing Statement)

**Copy to:**

**Scott F. Smith, Esq.**

**Stephen A. Infante, Esq.**

**Covington & Burling LLP**

**The New York Times Building**

**620 Eighth Avenue**

**New York, New York 10018**

**(212) 841-1000**

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.
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This Amendment No. 2 (the *Amendment* ) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 initially filed on July 28, 2009, as amended, by Medarex, Inc., a New Jersey corporation ( *Medarex* ) (together with any amendments and supplements thereto, the *Schedule 14D-9* ). The Schedule 14D-9 relates to the tender offer by Bristol-Myers Squibb Company, a Delaware corporation ( *BMS* ), and Puma Acquisition Corporation, a New Jersey corporation and wholly-owned subsidiary of BMS ( *Acquisition Sub* ), pursuant to which Acquisition Sub has offered to purchase all of the outstanding shares of common stock, par value \$0.01 per share, of Medarex, together with the associated rights to purchase Series A Junior Participating Preferred Stock of Medarex issued pursuant to the Rights Agreement, dated as of May 23, 2001, as amended, between Medarex and Continental Stock Transfer & Trust Company, that are not already owned by BMS and its subsidiaries at a price of \$16.00 per Share, net to the selling shareholder in cash, without interest and less any required withholding taxes, upon the terms and conditions set forth in the Offer to Purchase dated July 28, 2009 and the related Letter of Transmittal, and described in a Tender Offer Statement on Schedule TO filed by BMS and Acquisition Sub with the Securities and Exchange Commission on July 28, 2009, as amended.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

**Item 8. Additional Information.**

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following under the third paragraph under the caption *Antitrust United States Antitrust Compliance* :

At 11:59 p.m., New York City time, on Tuesday, August 11, 2009, the waiting period applicable to the Offer and the Merger under the HSR Act expired. Accordingly, the condition of the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Medarex, Inc.

By: /s/ Ursula B. Bartels

Name: Ursula B. Bartels

Title: Senior Vice President, General  
Counsel and Secretary

Dated: August 14, 2009