

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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*FOR*  
*CURRENT REPORT ON FORM 8-K*

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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