

MEDAREX INC  
Form 8-K  
May 07, 2007

As filed with the Securities and Exchange Commission on May 7, 2007.

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**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 1, 2007

**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)**

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

**Not Applicable**

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

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.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

On May 1, 2007, Medarex, Inc. issued a press release to report the company's financial results for the quarter ended March 31, 2007. A copy of the press release is attached to this current report on Form 8-K as Exhibit 99.1. No additional information is included in this Current Report on Form 8-K.

To supplement the information that is presented in accordance with U.S. generally accepted accounting principles ( GAAP ) in our historical information for the periods presented, the attached press release provides certain non-GAAP financial measures that exclude from the directly comparable GAAP measures certain non-cash charges and other items. These non-GAAP financial measures exclude (i) the operations of Celldex Therapeutics, Inc., a majority-owned subsidiary; (ii) stock-based compensation expense; and (iii) a gain from the sale of approximately 2.5 million shares of Genmab A/S stock.

We believe that these non-GAAP measures enhance an investor's overall understanding of our financial performance by reconciling more closely to the actual cash expenses of the Company in its operations as well as excluding items that in management's view are unrelated to our continuing operations.

The information included in this Current Report on Form 8-K, including the exhibit hereto, shall not be deemed filed for purposes of, nor shall it be deemed incorporated by reference in, any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

| <b>Exhibit<br/>Number</b> | <b>Description</b>               |
|---------------------------|----------------------------------|
| 99.1                      | Press Release issued May 1, 2007 |

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**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 7, 2007

By: /s/ Christian S. Schade

Christian S. Schade  
Senior Vice President and Chief  
Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>               | <b>Page<br/>Number</b> |
|---------------------------|----------------------------------|------------------------|
| 99.1                      | Press Release issued May 1, 2007 |                        |

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