JENNINGS FRANK L
Form SC 13D
August 31, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. _____)*

Global Casinos, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

379-31N 204

(CUSIP Number)

Clifford L. Neuman, Esq.
1507 Pine Street
Boulder, Colorado 80302
(303) 449-2100
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

August 26, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class. (See Rule 13d-7).

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 379-31N 204

(1) Names of Reporting Persons, S.S. or I.R.S. Identification Nos. of Above Persons

Frank L. Jennings

(2) Check the Appropriate Box if a Member of a Group* (a) [ ] (b) [ ]

(3) SEC Use Only

(4) Source of Funds* WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

**U.S.A.**

| | |
|---|---|
| Number of Shares | (7) Sole Voting Power 250,000 |
| Beneficially Owned | (8) Shared Voting Power 100,000 |
| by Each Reporting | (9) Sole Dispositive Power 250,000 |
| Person With | (10)Shared Dispositive Power 100,000 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

350,000 shares

(12) Check if the Aggregate Amount in the Row (11) Excludes Certain Shares* [ ]

(13) Percent of Class Represented by Amount in Row (11) 12.3%

(14) Type of Reporting Person* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

ITEM 1. SECURITY AND ISSUER

The class of securities to which this statement relates is common stock, par value $.05 per share (the "Common Stock") of Global Casinos, Inc., a Utah corporation. The address of the principal executive offices of the Company is 5455 Spine Road, Suite C, Boulder, Colorado 80301.

ITEM 2. IDENTITY AND BACKGROUND

(a)-(c) This Statement is being filed by Frank L. Jennings, whose address is 5455 Spine Road, Suite C, Boulder, Colorado 80301. Mr. Jennings is Principal Executive Officer and Chief Financial Officer of the Company and is a director of the Company.

(d)-(f) The natural person referred to above is a United States Citizen. During the last five years, he has not been (i) convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On August 26, 2004, Mr. Jennings purchased 1200,000 shares of the Issuer's common stock as restricted securities at a price of $.20 per share. The consideration was paid in the form of a credit in the amount of $20,000 against Mr. Jennings' accrued receivable for past services rendered to the Company.

On August 26, 2004, Mr. Jennings was granted options exercisable to purchase an aggregate of 100,000 shares of common stock at an exercise price of $.10 per share (the "Options") in consideration of his service as a director of the Company since 2001.

On August 26, 2004, Gunpark Management, LLC purchased 100,000 shares of the Issuer's common stock as restricted securities at a price of $.20 per share. The consideration was paid in the form of a credit in the amount of $20,000 against Gunpark Management's accrued receivable for past services rendered to the Company. Mr. Jennings is a 50% managing member of Gunpark Management.

ITEM 4. PURPOSE OF TRANSACTION

The shares were acquired by Mr. Jennings for investment. Mr. Jennings reserves the right to acquire additional shares of the Issuer, either in open market purchases or in private transactions. While Mr. Jennings serves an officer and a member of the board of directors of the Issuer, the shares have not been acquired for the specific purpose of influencing control of the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) At the close of business on August 26, 2004, Mr. Jennings beneficially owned 350,000 shares of Common Stock of the Company.

Mr. Jennings would be deemed the beneficial owner, within the meaning of Rule 13d-3 under the Exchange Act, of an aggregate of 350,000 shares of Common Stock. Those securities consist of 100,000 shares of common stock and the Options owned directly by Mr. Jennings and 100,000 shares of common stock held of record by Gunpark Management, LLC. Mr. Jennings is a member in Gunpark Management, LLC. Those securities represent 12.3% of the issued and outstanding shares of Common Stock of the Company, calculated in accordance with Rule 13d-1 under the Exchange Act.

(b) Mr. Jennings has the sole voting and dispositive power with respect to all of the Options and 100,000 shares of Common Stock, and shared voting and investment power with respect to 100,000 shares of common stock, identified in Item 5(a) above.

(c) The following shares of Common Stock were acquired by Mr. Jennings in the past 60 days:

| Date | Consideration | Number of Shares | Ownership |
|---|---|---|---|
| August 26, 2004 | $.20 per share | 100,000 | Frank L. Jennings |
| August 26, 2004 | $.20 per share | 100,000 | Gunpark Management, LLC |

Mr. Jennings has not sold any shares of common stock during the past sixty (60) days.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SECURITIES OF THE ISSUER

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

SIGNATURE

After reasonable 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.

August 31, 2004

(Date)

/s/ Frank L. Jennings

(Signature)

Frank L. Jennings

(Name/Title)

nt of the Company (the Synergies );
*Broker Dealer Services Provided through Dyal Co. LLC. Member FINRA SIPC*

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7. discussed the past and current operations and financial condition and the prospects of Celgene and of the Company with senior executives of the Company;
8. compared the financial terms of the Transaction with the publicly available financial terms of certain transactions which we believe to be generally relevant;
9. reviewed the historical trading prices and trading activity for the Celgene Common Stock and Company Common Stock and compared such prices and trading activity with that of securities of certain publicly-traded companies which we believe to be generally relevant;
10. compared certain financial information for Celgene and the Company with similar financial information for certain other companies with publicly traded securities; and
11. performed such other studies and analyses, reviewed such other information and considered such other factors as we deemed appropriate.

For purposes of rendering this opinion, we have, with your consent, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information (including with respect to forecasts, synergies and valuation estimates) provided to, discussed with or reviewed by, us (including information that is available from generally recognized public sources), without assuming any responsibility for independent verification thereof. In that regard, we have assumed with your consent that the Projections and the Synergies have been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of the Company. At your direction, our analyses relating to the business and financial prospects of Celgene and the Company for purposes of our opinion were made on the bases of the Projections and the Synergies. We reviewed the potential value of the CVR under different possible scenarios regarding the receipt of the regulatory approvals upon which the contingent consideration that is to be paid pursuant to the CVR is conditioned, and, for purposes of our analysis and opinion, at your direction, we utilized an estimated probability-adjusted net present value of the CVR based on the estimated probabilities and timing of future regulatory milestones provided by the management of the Company. We express no view as to the likelihood of whether any of the regulatory approvals upon which the contingent consideration that is to be paid pursuant to the CVR are obtained or whether the contingent consideration that is to be paid pursuant to the CVR becomes payable. We have not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of Celgene, the Company or any of its subsidiaries and we have not been furnished with any such evaluation or appraisal. We have assumed that the final Merger Agreement will not differ from the draft dated January 2, 2019 in any way which would be meaningful to our analysis. We have assumed that all governmental, regulatory and other consents and approvals necessary for the consummation of the Transaction will be obtained without any adverse effect on the Company or Celgene or on the expected benefits of the Transaction in any way meaningful to our analysis. We also have assumed that the Transaction will be consummated on the terms set forth in the Merger Agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to our analysis.

Our opinion does not address the underlying business decision of the Company to engage in the Transaction, or the relative merits of the Transaction as compared to any strategic alternatives that may be available to the Company; nor does it address any legal, regulatory, tax or accounting matters. This opinion addresses only the fairness from a financial point of view to the Company, as of the date hereof, of the Consideration to be paid by the Company pursuant to the Merger Agreement. We do not express any view on, and our opinion does not address, any other term or aspect of the Merger Agreement, the Transaction, Celgene or any term or aspect of any other agreement or instrument contemplated by the Merger Agreement or entered into or amended in connection with the Transaction, including the fairness of the amount or nature of any compensation to be received by any officers, directors or employees of any parties to the Transaction, or any class of such persons in connection with the Transaction, whether relative to the Consideration to be paid by the Company for Celgene Common Stock pursuant to the Merger Agreement or otherwise. We are not expressing any opinion as to the prices at which any securities of the Company will trade at any time or as to the impact of the Transaction on the solvency or viability of the Company or Celgene or the ability of the Company or Celgene to pay their respective obligations when they come due. Our opinion is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made

available to us as of, the date hereof and we assume no responsibility for updating, revising or reaffirming this opinion based on circumstances, developments or

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events occurring after the date hereof. Our advisory services and the opinion expressed herein are provided for the information of the Board of Directors of the Company in connection with its consideration of the Transaction, and the opinion expressed herein does not constitute a recommendation as to how any holder of shares of Company Common Stock should vote with respect to the Merger or any other matter. This opinion has been approved by a fairness committee of Dyal Co.

We expect to receive a fee for our services rendered in connection with the Transaction, a substantial portion of which is contingent upon consummation of the Transaction, and the Company has agreed to reimburse certain of our expenses arising, and indemnify us against certain liabilities that may arise, out of our engagement. During the two-year period prior to the date hereof, we and our affiliates have provided certain advisory services to the Company and its affiliates in connection with various strategic and other special projects, for which we and our affiliates have not received compensation. During the two-year period prior to the date hereof, no material relationship existed between us and our affiliates and Celgene pursuant to which compensation was received by us or our affiliates. We and our affiliates may also in the future provide financial advisory services to the Company, Celgene and their respective affiliates for which we and our affiliates may receive compensation.

Based upon and subject to the foregoing, it is our opinion that, as of the date hereof, the Consideration to be paid by the Company pursuant to the Merger Agreement is fair from a financial point of view to the Company.

Very truly yours,

Dyal Co. LLC

By: /s/ Gordon E. Dyal
Name: Gordon E. Dyal
Title: Founding Partner

Date: January 2, 2019

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**Annex G**

January 2, 2019

The Board of Directors of
Bristol-Myers Squibb Company
430 East 29 Street
14 Floor
New York, NY 10016

Members of the Board of Directors:

We understand that Bristol-Myers Squibb Company, a Delaware corporation (the Company ), proposes to enter into an Agreement and Plan of Merger (the Merger Agreement ) with Celgene Corporation, a Delaware corporation ( Celgene ), and Bristol-Myers Merger Sub, Inc, a Delaware corporation and a wholly owned subsidiary of the Company ( Merger Sub ), which provides, among other things, for the merger of Merger Sub with and into Celgene, with Celgene surviving (the Transaction ). Under the terms of the Transaction, each share of common stock, par value $0.01 per share, of Celgene (the Celgene Common Stock ), other than Excluded Shares (as defined in the Merger Agreement) will be converted into the right to receive (i) $50.00 in cash (the Cash Consideration ), (ii) 1.0 shares of common stock, par value $0.10, of the Company (the Company Common Stock ), (the Stock Consideration ), and (iii) one tradeable contingent value right (the CVR ), which entitles its holder to receive a $9.00 cash payment for future regulatory milestones pursuant to the terms of the New CVR Agreement (as defined in the Merger Agreement), (together with the Cash Consideration and the Stock Consideration, the Consideration ). The terms and conditions of the Transaction are more fully set forth in the Merger Agreement and terms used herein and not defined shall have the meanings ascribed thereto in the Merger Agreement.

The Board of Directors of the Company has asked us whether, in our opinion, the Consideration is fair, from a financial point of view, to the Company.

In connection with rendering our opinion, we have, among other things:

(i) reviewed certain publicly available business and financial information relating to Celgene and to the Company that we deemed to be relevant, including publicly available research analysts' estimates;

(ii) reviewed certain non-public projected financial data relating to Celgene prepared by the management of Celgene, which data was adjusted and extrapolated by the management of the Company (the Celgene Projections );

(iii) reviewed certain non-public projected financial data relating to the Company prepared and furnished to us by the management of the Company (together with the Celgene Projections, the Projections );

(iv) reviewed certain non-public projected operating data relating to Celgene and to the Company prepared and furnished to us by management of the Company;

(v) discussed the past and current operations, financial projections and current financial condition of Celgene and of the Company with management of the Company (including their views on the risks and uncertainties of achieving such projections) and reviewed information relating to certain strategic, financial and operational benefits anticipated from the Transaction, prepared by the management of the Company (the Projected Synergies );

(vi) reviewed the reported prices and the historical trading activity of the Celgene Common Stock and Company Common Stock;

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(vii) compared the financial performance of Celgene and of the Company and their respective stock market trading multiples with those of certain other publicly traded companies that we deemed relevant;

(viii) compared the financial performance of Celgene and the valuation multiples relating to the Transaction with those of certain other transactions that we deemed relevant;

(ix) reviewed a draft of the Merger Agreement dated as of January 2, 2019 and certain related documents, including the New CVR Agreement; and

(x) performed such other analyses and examinations and considered such other factors that we deemed appropriate.

For purposes of our analysis and opinion, we have assumed and relied upon, without undertaking any independent verification of, the accuracy and completeness of all of the information publicly available, and all of the information supplied or otherwise made available to, discussed with, or reviewed by us, and we assume no liability therefor. With respect to the projected financial data relating to Celgene and the Company referred to above, including the Projections and the Projected Synergies, we have assumed that they have been reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of management of the Company as to the future financial performance of each of Celgene and the Company under the assumptions reflected therein. At your direction, our analyses relating to the business and financial prospects of Celgene and the Company for purposes of our opinion were made on the bases of the Projections and the Projected Synergies. We express no view as to any projected financial data relating to Celgene and the Company or the Projected Synergies or the assumptions on which they are based. We reviewed the potential value of the CVR under different possible scenarios regarding the receipt of the regulatory approvals upon which the contingent consideration that is to be paid pursuant to the CVR is conditioned, and, for purposes of our analysis and opinion, we utilized an estimated probability-adjusted net present value of the CVR based on the estimated probabilities and timing of future regulatory milestones provided by the management of the Company, as approved for our use by the Board of Directors of the Company. We express no view as to the likelihood of whether any of the regulatory approvals upon which the contingent consideration that is to be paid pursuant to the CVR are obtained or whether the contingent consideration that is to be paid pursuant to the CVR becomes payable.

For purposes of rendering our opinion, we have assumed, in all respects material to our analysis, that the final executed Merger Agreement will not differ from the draft Merger Agreement reviewed by us, that the representations and warranties of each party contained in the Merger Agreement are true and correct, that each party will perform all of the covenants and agreements required to be performed by it under the Merger Agreement and that all conditions to the consummation of the Transaction will be satisfied without material waiver or modification thereof. We have further assumed that all governmental, regulatory or other consents, approvals or releases necessary for the consummation of the Transaction will be obtained without any material delay, limitation, restriction or condition that would have an adverse effect on the Company, Celgene or the consummation of the Transaction or materially reduce the benefits to the holders of the Company Common Stock of the Transaction.

We have not made nor assumed any responsibility for making any independent valuation or appraisal of the assets or liabilities of the Company or Celgene, nor have we been furnished with any such appraisals, nor have we evaluated the solvency or fair value of the Company or Celgene under any state or federal laws relating to bankruptcy, insolvency or similar matters. Our opinion is necessarily based upon information made available to us as of the date hereof and financial, economic, market and other conditions as they exist and as can be evaluated on the date hereof. It is understood that subsequent developments may affect this opinion and that we do not have any obligation to update, revise or reaffirm this opinion.

We have not been asked to pass upon, and express no opinion with respect to, any matter other than the fairness to the Company, from a financial point of view, of the Consideration. We do not express any view on, and our opinion does not address, the fairness of the proposed transaction to, or any consideration received in connection therewith by, the holders of any other securities, creditors or other constituencies of the Company or Celgene, nor as to the fairness of

the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of the Company or Celgene, or any class of such persons, whether relative to the Consideration or otherwise. We have assumed that any modification to the structure of the transaction will not

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vary in any respect material to our analysis. Our opinion does not address the relative merits of the Transaction as compared to other business or financial strategies that might be available to the Company, nor does it address the underlying business decision of the Company to engage in the Transaction. This letter, and our opinion, does not constitute a recommendation to the Board of Directors of the Company or to any other persons in respect of the Transaction, including as to how any holder of shares of Company Common Stock should vote or act in respect of the Transaction. We express no opinion herein as to the price at which shares of the Company or Celgene will trade at any time. We are not legal, regulatory, accounting or tax experts and have assumed the accuracy and completeness of assessments by the Company and its advisors with respect to legal, regulatory, accounting and tax matters.

We will receive a fee for our services upon the rendering of this opinion. The Company has also agreed to reimburse our expenses and to indemnify us against certain liabilities arising out of our engagement. We will also be entitled to receive a success fee if the Transaction is consummated. Prior to this engagement, we, Evercore Group L.L.C., and its affiliates provided financial advisory services to the Company and had received fees for the rendering of these services including the reimbursement of expenses. During the two year period prior to the date hereof, no material relationship existed between Evercore Group L.L.C. and its affiliates and Celgene pursuant to which compensation was received by Evercore Group L.L.C. or its affiliates as a result of such a relationship. We may provide financial or other services to the Company, Celgene and their respective affiliates in the future and in connection with any such services we may receive compensation.

In the ordinary course of business, Evercore Group L.L.C. or its affiliates may actively trade the securities, or related derivative securities, or financial instruments of the Company, Celgene and their respective affiliates, for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities or instruments.

This letter, and the opinion expressed herein is addressed to, and for the information and benefit of, the Board of Directors of the Company in connection with their evaluation of the proposed Transaction. The issuance of this opinion has been approved by an Opinion Committee of Evercore Group L.L.C.

Based upon and subject to the foregoing, it is our opinion that, as of the date hereof, the Consideration is fair, from a financial point of view, to the Company.

Very truly yours,

EVERCORE GROUP L.L.C.

By: /s/ Francois Maisonrouge
Francois Maisonrouge
Senior Managing Director

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**Annex H**

**GENERAL CORPORATION LAW OF THE STATE OF DELAWARE**

**§ 262. Appraisal Rights**

(a) Any stockholder of a corporation of this State who holds shares of stock on the date of the making of a demand pursuant to subsection (d) of this section with respect to such shares, who continuously holds such shares through the effective date of the merger or consolidation, who has otherwise complied with subsection (d) of this section and who has neither voted in favor of the merger or consolidation nor consented thereto in writing pursuant to § 228 of this title shall be entitled to an appraisal by the Court of Chancery of the fair value of the stockholder's shares of stock under the circumstances described in subsections (b) and (c) of this section. As used in this section, the word stockholder means a holder of record of stock in a corporation; the words stock and share mean and include what is ordinarily meant by those words; and the words depository receipt mean a receipt or other instrument issued by a depository representing an interest in 1 or more shares, or fractions thereof, solely of stock of a corporation, which stock is deposited with the depository.

(b) Appraisal rights shall be available for the shares of any class or series of stock of a constituent corporation in a merger or consolidation to be effected pursuant to § 251 (other than a merger effected pursuant to § 251(g) of this title), § 252, § 254, § 255, § 256, § 257, § 258, § 263 or § 264 of this title:

Provided, however, that, except as expressly provided in § 363(b) of this title, no appraisal rights under this section shall be available for the shares of any class or series of stock, which stock, or depository receipts in respect thereof, at the record date fixed to determine the stockholders entitled to receive notice of the meeting of stockholders to act upon the agreement of merger or consolidation (or, in the case of a merger pursuant to

(1) § 251(h), as of immediately prior to the execution of the agreement of merger), were either: (i) listed on a national securities exchange or (ii) held of record by more than 2,000 holders; and further provided that no appraisal rights shall be available for any shares of stock of the constituent corporation surviving a merger if the merger did not require for its approval the vote of the stockholders of the surviving corporation as provided in § 251(f) of this title.

(2) Notwithstanding paragraph (b)(1) of this section, appraisal rights under this section shall be available for the shares of any class or series of stock of a constituent corporation if the holders thereof are required by the terms of an agreement of merger or consolidation pursuant to §§ 251, 252, 254, 255, 256, 257, 258, 263 and 264 of this title to accept for such stock anything except:

a. Shares of stock of the corporation surviving or resulting from such merger or consolidation, or depository receipts in respect thereof;

b. Shares of stock of any other corporation, or depository receipts in respect thereof, which shares of stock (or depository receipts in respect thereof) or depository receipts at the effective date of the merger or consolidation will be either listed on a national securities exchange or held of record by more than 2,000 holders;

c. Cash in lieu of fractional shares or fractional depository receipts described in the foregoing paragraphs (b)(2)a. and b. of this section; or

d. Any combination of the shares of stock, depository receipts and cash in lieu of fractional shares or fractional depository receipts described in the foregoing paragraphs (b)(2)a., b. and c. of this section.

(3) In the event all of the stock of a subsidiary Delaware corporation party to a merger effected under § 253 or § 267 of this title is not owned by the parent immediately prior to the merger, appraisal rights shall be available for the shares of the subsidiary Delaware corporation.

(4) In the event of an amendment to a corporation's certificate of incorporation contemplated by § 363(a) of this title, appraisal rights shall be available as contemplated by § 363(b) of this title, and the procedures of this section, including those set forth in subsections (d) and (e) of this section, shall apply as nearly as practicable, with the word amendment substituted for the words merger or consolidation, and the word

corporation substituted for the words constituent corporation and/or surviving or resulting corporation.

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(c) Any corporation may provide in its certificate of incorporation that appraisal rights under this section shall be available for the shares of any class or series of its stock as a result of an amendment to its certificate of incorporation, any merger or consolidation in which the corporation is a constituent corporation or the sale of all or substantially all of the assets of the corporation. If the certificate of incorporation contains such a provision, the provisions of this section, including those set forth in subsections (d), (e), and (g) of this section, shall apply as nearly as is practicable.

(d) Appraisal rights shall be perfected as follows:

If a proposed merger or consolidation for which appraisal rights are provided under this section is to be submitted for approval at a meeting of stockholders, the corporation, not less than 20 days prior to the meeting, shall notify each of its stockholders who was such on the record date for notice of such meeting (or such members who received notice in accordance with § 255(c) of this title) with respect to shares for which appraisal rights are available pursuant to subsection (b) or (c) of this section that appraisal rights are available for any or all of the shares of the constituent corporations, and shall include in such notice a copy of this section and, if 1 of the constituent corporations is a nonstock corporation, a copy of § 114 of this title. Each stockholder electing to demand the appraisal of such stockholder's shares shall deliver to the corporation,

(1) before the taking of the vote on the merger or consolidation, a written demand for appraisal of such stockholder's shares. Such demand will be sufficient if it reasonably informs the corporation of the identity of the stockholder and that the stockholder intends thereby to demand the appraisal of such stockholder's shares. A proxy or vote against the merger or consolidation shall not constitute such a demand. A stockholder electing to take such action must do so by a separate written demand as herein provided. Within 10 days after the effective date of such merger or consolidation, the surviving or resulting corporation shall notify each stockholder of each constituent corporation who has complied with this subsection and has not voted in favor of or consented to the merger or consolidation of the date that the merger or consolidation has become effective; or

(2) If the merger or consolidation was approved pursuant to § 228, § 251(h), § 253, or § 267 of this title, then either a constituent corporation before the effective date of the merger or consolidation or the surviving or resulting corporation within 10 days thereafter shall notify each of the holders of any class or series of stock of such constituent corporation who are entitled to appraisal rights of the approval of the merger or consolidation and that appraisal rights are available for any or all shares of such class or series of stock of such constituent corporation, and shall include in such notice a copy of this section and, if 1 of the constituent corporations is a nonstock corporation, a copy of § 114 of this title. Such notice may, and, if given on or after the effective date of the merger or consolidation, shall, also notify such stockholders of the effective date of the merger or consolidation. Any stockholder entitled to appraisal rights may, within 20 days after the date of mailing of such notice or, in the case of a merger approved pursuant to § 251(h) of this title, within the later of the consummation of the offer contemplated by § 251(h) of this title and 20 days after the date of mailing of such notice, demand in writing from the surviving or resulting corporation the appraisal of such holder's shares. Such demand will be sufficient if it reasonably informs the corporation of the identity of the stockholder and that the stockholder intends thereby to demand the appraisal of such holder's shares. If such notice did not notify stockholders of the effective date of the merger or consolidation, either (i) each such constituent corporation shall send a second notice before the effective date of the merger or consolidation notifying each of the holders of any class or series of stock of such constituent corporation that are entitled to appraisal rights of the effective date of the merger or consolidation or (ii) the surviving or resulting corporation shall send such a second notice to all such holders on or within 10 days after such effective date; provided, however, that if such second notice is sent more than 20 days following the sending of the first notice or, in the case of a merger approved pursuant to § 251(h) of this title, later than the later of the consummation of the offer contemplated by § 251(h) of this title and 20 days following the sending of the first notice, such second notice need only be sent to each stockholder who is entitled to appraisal rights and who has demanded appraisal of such holder's shares in accordance with this subsection. An affidavit of the secretary or assistant secretary or of the transfer agent of the corporation that is required to give either notice

that such notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. For purposes of determining the stockholders entitled to receive either notice, each constituent corporation may fix, in advance, a record date that shall be not

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more than 10 days prior to the date the notice is given, provided, that if the notice is given on or after the effective date of the merger or consolidation, the record date shall be such effective date. If no record date is fixed and the notice is given prior to the effective date, the record date shall be the close of business on the day next preceding the day on which the notice is given.

(e) Within 120 days after the effective date of the merger or consolidation, the surviving or resulting corporation or any stockholder who has complied with subsections (a) and (d) of this section hereof and who is otherwise entitled to appraisal rights, may commence an appraisal proceeding by filing a petition in the Court of Chancery demanding a determination of the value of the stock of all such stockholders. Notwithstanding the foregoing, at any time within 60 days after the effective date of the merger or consolidation, any stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party shall have the right to withdraw such stockholder's demand for appraisal and to accept the terms offered upon the merger or consolidation. Within 120 days after the effective date of the merger or consolidation, any stockholder who has complied with the requirements of subsections (a) and (d) of this section hereof, upon written request, shall be entitled to receive from the corporation surviving the merger or resulting from the consolidation a statement setting forth the aggregate number of shares not voted in favor of the merger or consolidation (or, in the case of a merger approved pursuant to § 251(h) of this title, the aggregate number of shares (other than any excluded stock (as defined in § 251(h)(6)d. of this title)) that were the subject of, and were not tendered into, and accepted for purchase or exchange in, the offer referred to in § 251(h)(2)), and, in either case, with respect to which demands for appraisal have been received and the aggregate number of holders of such shares. Such written statement shall be mailed to the stockholder within 10 days after such stockholder's written request for such a statement is received by the surviving or resulting corporation or within 10 days after expiration of the period for delivery of demands for appraisal under subsection (d) of this section hereof, whichever is later. Notwithstanding subsection (a) of this section, a person who is the beneficial owner of shares of such stock held either in a voting trust or by a nominee on behalf of such person may, in such person's own name, file a petition or request from the corporation the statement described in this subsection.

(f) Upon the filing of any such petition by a stockholder, service of a copy thereof shall be made upon the surviving or resulting corporation, which shall within 20 days after such service file in the office of the Register in Chancery in which the petition was filed a duly verified list containing the names and addresses of all stockholders who have demanded payment for their shares and with whom agreements as to the value of their shares have not been reached by the surviving or resulting corporation. If the petition shall be filed by the surviving or resulting corporation, the petition shall be accompanied by such a duly verified list. The Register in Chancery, if so ordered by the Court, shall give notice of the time and place fixed for the hearing of such petition by registered or certified mail to the surviving or resulting corporation and to the stockholders shown on the list at the addresses therein stated. Such notice shall also be given by 1 or more publications at least 1 week before the day of the hearing, in a newspaper of general circulation published in the City of Wilmington, Delaware or such publication as the Court deems advisable. The forms of the notices by mail and by publication shall be approved by the Court, and the costs thereof shall be borne by the surviving or resulting corporation.

(g) At the hearing on such petition, the Court shall determine the stockholders who have complied with this section and who have become entitled to appraisal rights. The Court may require the stockholders who have demanded an appraisal for their shares and who hold stock represented by certificates to submit their certificates of stock to the Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any stockholder fails to comply with such direction, the Court may dismiss the proceedings as to such stockholder. If immediately before the merger or consolidation the shares of the class or series of stock of the constituent corporation as to which appraisal rights are available were listed on a national securities exchange, the Court shall dismiss the proceedings as to all holders of such shares who are otherwise entitled to appraisal rights unless (1) the total number of shares entitled to appraisal exceeds 1% of the outstanding shares of the class or series eligible for appraisal, (2) the value of the consideration provided in the merger or consolidation for such total number of shares exceeds $1 million, or (3) the merger was approved pursuant to § 253 or § 267 of this title.

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(h) After the Court determines the stockholders entitled to an appraisal, the appraisal proceeding shall be conducted in accordance with the rules of the Court of Chancery, including any rules specifically governing appraisal proceedings. Through such proceeding the Court shall determine the fair value of the shares exclusive of any element of value arising from the accomplishment or expectation of the merger or consolidation, together with interest, if any, to be paid upon the amount determined to be the fair value. In determining such fair value, the Court shall take into account all relevant factors. Unless the Court in its discretion determines otherwise for good cause shown, and except as provided in this subsection, interest from the effective date of the merger through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective date of the merger and the date of payment of the judgment. At any time before the entry of judgment in the proceedings, the surviving corporation may pay to each stockholder entitled to appraisal an amount in cash, in which case interest shall accrue thereafter as provided herein only upon the sum of (1) the difference, if any, between the amount so paid and the fair value of the shares as determined by the Court, and (2) interest theretofore accrued, unless paid at that time. Upon application by the surviving or resulting corporation or by any stockholder entitled to participate in the appraisal proceeding, the Court may, in its discretion, proceed to trial upon the appraisal prior to the final determination of the stockholders entitled to an appraisal. Any stockholder whose name appears on the list filed by the surviving or resulting corporation pursuant to subsection (f) of this section and who has submitted such stockholder's certificates of stock to the Register in Chancery, if such is required, may participate fully in all proceedings until it is finally determined that such stockholder is not entitled to appraisal rights under this section.

(i) The Court shall direct the payment of the fair value of the shares, together with interest, if any, by the surviving or resulting corporation to the stockholders entitled thereto. Payment shall be so made to each such stockholder, in the case of holders of uncertificated stock forthwith, and the case of holders of shares represented by certificates upon the surrender to the corporation of the certificates representing such stock. The Court's decree may be enforced as other decrees in the Court of Chancery may be enforced, whether such surviving or resulting corporation be a corporation of this State or of any state.

(j) The costs of the proceeding may be determined by the Court and taxed upon the parties as the Court deems equitable in the circumstances. Upon application of a stockholder, the Court may order all or a portion of the expenses incurred by any stockholder in connection with the appraisal proceeding, including, without limitation, reasonable attorney's fees and the fees and expenses of experts, to be charged pro rata against the value of all the shares entitled to an appraisal.

(k) From and after the effective date of the merger or consolidation, no stockholder who has demanded appraisal rights as provided in subsection (d) of this section shall be entitled to vote such stock for any purpose or to receive payment of dividends or other distributions on the stock (except dividends or other distributions payable to stockholders of record at a date which is prior to the effective date of the merger or consolidation); provided, however, that if no petition for an appraisal shall be filed within the time provided in subsection (e) of this section, or if such stockholder shall deliver to the surviving or resulting corporation a written withdrawal of such stockholder's demand for an appraisal and an acceptance of the merger or consolidation, either within 60 days after the effective date of the merger or consolidation as provided in subsection (e) of this section or thereafter with the written approval of the corporation, then the right of such stockholder to an appraisal shall cease. Notwithstanding the foregoing, no appraisal proceeding in the Court of Chancery shall be dismissed as to any stockholder without the approval of the Court, and such approval may be conditioned upon such terms as the Court deems just; provided, however that this provision shall not affect the right of any stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party to withdraw such stockholder's demand for appraisal and to accept the terms offered upon the merger or consolidation within 60 days after the effective date of the merger or consolidation, as set forth in subsection (e) of this section.

(l) The shares of the surviving or resulting corporation to which the shares of such objecting stockholders would have been converted had they assented to the merger or consolidation shall have the status of authorized and unissued shares of the surviving or resulting corporation.

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**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 20. Indemnification of Directors and Officers**

Section 145 of the DGCL provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation-a derivative action ), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal actions or proceedings, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys fees) actually and reasonably incurred in connection with the defense or settlement of such action, and the DGCL requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The DGCL provides that it is not exclusive of other indemnification that may be granted by a corporation s by-laws, disinterested director vote, stockholder vote, agreement or otherwise.

Under the terms of Bristol-Myers Squibb s by-laws and subject to the applicable provisions of Delaware law, Bristol-Myers Squibb has agreed to indemnify its directors and officers and, subject to the discretion of the board of directors, any other person, against expenses incurred or paid in connection with any claim made against such director or officer or any actual or threatened action, suit or proceeding in which such director or officer may be involved by reason of being or having been a director or officer of Bristol-Myers Squibb, or of serving or having served at Bristol-Myers Squibb s request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action taken or not taken by such director or officer in such capacity, and against the amount or amounts paid by such director or officer in settlement of any such claim, action, suit or proceeding or any judgment or order entered therein.

Section 102(b)(7) of the DGCL permits a provision in the certificate of incorporation of each corporation organized thereunder, such as Bristol-Myers Squibb, eliminating or limiting, with certain exceptions, the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Bristol-Myers Squibb s Restated Certificate of Incorporation eliminates the liability of directors to the extent permitted by the DGCL.

Bristol-Myers Squibb carries directors and officers liability insurance that covers certain liabilities and expenses of its directors and officers.

**Item 21. Exhibits and Financial Statement Schedules**

**EXHIBIT INDEX**

| Exhibit Number | Description |
|---|---|
| 2.1 | Agreement and Plan of Merger, dated as of January 2, 2019, among Bristol-Myers Squibb Company, Burgundy Merger Sub, Inc. and Celgene Corporation (included as Annex A to the joint proxy statement/prospectus which is part of this registration statement and incorporated by reference herein) (schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Bristol-Myers Squibb agrees to furnish supplementally a copy of such schedules and exhibits, or any section thereof, to |

the SEC upon request).

3.1 Amended and Restated Certificate of Incorporation of Bristol-Myers Squibb Company (incorporated herein by reference to Exhibit 3a to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005).

3.1A Certificate of Correction to the Amended and Restated Certificate of Incorporation, effective as of December 24, 2009 (incorporated herein by reference to Exhibit 3b to the Annual Report on Form 10-K for the fiscal year ended December 31, 2010).

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| Exhibit Number | Description |
|---|---|
| 3.1B | Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective as of May 7, 2010 (incorporated herein by reference to Exhibit 3a to the Current Report on Form 8-K dated May 4, 2010 and filed on May 10, 2010). |
| 3.1C | Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective as of May 7, 2010 (incorporated herein by reference to Exhibit 3b to the Current Report on Form 8-K dated May 4, 2010 and filed on May 10, 2010). |
| 3.2 | Bylaws of Bristol-Myers Squibb Company, as amended as of November 2, 2016 (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K dated November 2, 2016 and filed November 4, 2016). |
| 5.1 | Opinion of Kirkland & Ellis LLP regarding the legality of the securities being issued.* |
| 8.1 | Opinion of Kirkland & Ellis LLP regarding certain tax matters. |
| 10.1 | Form of Contingent Value Rights Agreement, between Bristol-Myers Squibb Company and the Trustee (as defined therein) (included as Annex B to the joint proxy statement/prospectus which is part of this registration statement and incorporated by reference herein). |
| 10.2 | Bridge Facility Commitment Letter, dated as of January 2, 2019, among Morgan Stanley Senior Funding, Inc., MUFG Bank, Ltd. and Bristol-Myers Squibb Company (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated January 2, 2019 and filed January 4, 2019). |
| 10.3 | Term Loan Agreement, dated as of January 18, 2019, by and among Bristol-Myers Squibb Company, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated January 18, 2019 and filed January 22, 2019). |
| 10.4 | 364-Day Revolving Credit Facility Agreement, dated as of January 25, 2019, by and among Bristol-Myers Squibb Company, the lenders party thereto and Citibank, N.A. and JPMorgan Chase Bank, N.A., as administrative agents (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated January 25, 2019 and filed January 30, 2019). |
| 10.5 | Three-Year Revolving Credit Facility Agreement, dated as of January 25, 2019, by and among Bristol-Myers Squibb Company, the lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated January 25, 2019 and filed January 30, 2019). |
| 21.1 | Subsidiaries of the Registrant (incorporated by reference to Exhibit 21 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2017). |

| | |
|---|---|
| 23.1 | Consent of Kirkland & Ellis LLP (included as part of its opinion filed as Exhibit 5.1).* |
| 23.2 | Consent of Deloitte & Touche LLP Independent Registered Public Accounting Firm of Bristol-Myers Squibb Company. |
| 23.3 | Consent of KPMG LLP Independent Registered Public Accounting Firm of Celgene Corporation. |
| 23.4 | Consent of Ernst & Young LLP Independent Registered Public Accounting Firm of Juno Therapeutics Inc. |
| 23.5 | Consent of Kirkland & Ellis LLP (included in Exhibit 8.1 hereto). |
| 24.1 | Powers of Attorney.* |
| 99.1 | Form of Proxy Card of Bristol-Myers Squibb Company. |
| 99.2 | Form of Proxy Card of Celgene Corporation. |
| 99.3 | Consent of J.P. Morgan Securities LLC.* |
| 99.4 | Consent of Citigroup Global Markets Inc.* |

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| Exhibit Number | Description |
|---|---|
| 99.5 | Consent of Morgan Stanley & Co. LLC.* |
| 99.6 | Consent of Dyal Co. LLC.* |
| 99.7 | Consent of Evercore Group L.L.C.* |

* Previously filed

**Item 22. Undertakings**

The undersigned registrant hereby undertakes:

(a) (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser: each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness; provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(6) That prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an

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underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other Items of the applicable form.

(7) That every prospectus (i) that is filed pursuant to paragraph (6) immediately preceding, or (ii) that purports to meet the requirements of section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(8) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(b) To respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of this form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(c) To supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in this registration statement when it became effective.

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| 99.7 | Consent of Evercore Group L.L.C.* |

* Previously filed

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 20, 2019.

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ Sandra Leung
Sandra Leung
Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---|
| * Giovanni Caforio, M.D. | *Chairman of the Board and Chief Executive Officer (Principal Executive Officer)* | February 20, 2019 |
| * Charles Bancroft | *Chief Financial Officer (Principal Financial Officer)* | February 20, 2019 |
| * Karen M. Santiago | *Senior Vice President and Corporate Controller (Principal Accounting Officer)* | February 20, 2019 |
| * Vicki L. Sato, Ph.D. | *Lead Independent Director* | February 20, 2019 |
| * Peter J. Arduini | *Director* | February 20, 2019 |
| * Robert Bertolini | *Director* | February 20, 2019 |
| * Matthew W. Emmens | *Director* | February 20, 2019 |
| * Michael Grobstein | *Director* | February 20, 2019 |

| | | |
|---|---|---|
| * | *Director* | February 20, 2019 |
| Alan J. Lacy | | |
| * | *Director* | February 20, 2019 |
| Dinesh C. Paliwal | | |
| * | *Director* | February 20, 2019 |
| Theodore R. Samuels | | |

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| Signature | Title | Date |
|---|---|---|
| * | *Director* | February 20, 2019 |
| Gerald L. Storch | | |
| * | *Director* | February 20, 2019 |
| Karen H. Vousden, Ph.D. | | |
| *By: /s/ Sandra Leung | | |
| Sandra Leung | | |
| *Attorney-in-Fact* | | |