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MEDAREX INC  
Form S-8  
June 28, 2002

As filed with the Securities and Exchange Commission on June 28, 2002  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MEDAREX, INC.  
(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction of  
incorporation or organization)

22-2822175  
(I.R.S. Employer Identification No.)

707 State Road  
Princeton, New Jersey  
(Address of Principal Executive Offices)

08540  
(Zip Code)

MEDAREX, INC. 2002 EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plan)

Donald L. Drakeman  
Medarex, Inc.  
707 State Road  
Princeton, New Jersey 08540  
(Name and address of agent for service)

(609) 430-2880  
(Telephone number, including area code, of agent for service)

Copies to:

W. Bradford Middlekauff  
Senior Vice President, General Counsel  
and Secretary  
Medarex, Inc.  
707 State Road  
Princeton, New Jersey 08540

Dwight A. Kinsey, Esq.  
Satterlee Stephens Burke & Burke LLP  
230 Park Avenue  
New York, New York 10169  
(212) 818-9200

CALCULATION OF REGISTRATION FEE

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Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
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Common Stock, \$ .01 par value per share	500,000 shares	\$ 6.955	\$ 3,477,500	\$ 320
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- (1) The registration statement also includes an indeterminable number of additional shares that may become issuable as a result of the anti-dilution adjustment provisions of the Plan. It also includes preferred share purchase rights under the Medarex, Inc. Shareholder Rights Agreement.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) and based upon the average of the high and low sale prices of the Company's Common Stock as reported by the Nasdaq National Market as June 26, 2002.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission are hereby incorporated by reference:

(a) Annual Report on Form 10-K for the fiscal year ended December 31, 2001; (b) Quarterly Report of the Company on Form 10-Q for the three-month period ended March 31, 2002; (c) Proxy Statement dated April 17, 2002 for Annual Meeting of Shareholders held on May 22, 2002; and (d) the description of the Registrant's Common Stock set forth in the Registrant's Registration Statement on Form S-3 (File No. 333-95565), including any amendments or reports filed for the purpose of updating such description; and

(b) All reports and other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the filing hereof and prior to a filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequent filed document, which also is or is deemed to be incorporated by reference herein, modified or superseded such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Dwight A. Kinsey, Esq., a partner of Satterlee Stephens Burke & Burke LLP, owns 6,000 shares Medarex Common Stock. Mr. Kinsey also holds options to purchase 40,000 shares of Medarex Common Stock which he received for services rendered as Assistant Secretary of Medarex. No other partner or associate of the firm owns shares or holds options to purchase shares of Medarex having a fair market value either individually or in the aggregate in excess of \$50,000.

Item 6. Indemnification of Directors and Officers.

Section 14A:3-5 of The New Jersey Business Corporation Act (the "NJBCA") empowers a New Jersey corporation to indemnify any person who is or was

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a director, officer, employee or agent of the indemnifying corporation or of any constituent corporation absorbed by the indemnifying corporation in a consolidation or merger and any person who is or was a director, officer, trustee, employee or agent of any other enterprise, serving as such at the request of the indemnifying corporation, or of any such constituent corporation, or legal representative of any such director, officer, trustee, employee or agent (a "corporate agent"), against his expenses and liabilities incurred in connection with any proceeding involving the corporate agent, other than a proceeding by or in the right of the corporation, if (a) such corporate agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and (b) with respect to any criminal proceeding, such corporate agent had no reason to believe that his conduct was unlawful. In addition, a corporation may indemnify such corporate agent against his expenses in connection with any proceeding by or in the right of the corporation

- 1. Title of Security (Instr. 3)
- 2. Transaction Date (Month/Day/Year)
- 2A. Deemed Execution Date, if any (Month/Day/Year)
- 3. Transaction Code (Instr. 8)
- 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
- 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
- 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
- 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code  
V  
Amount  
(A) or (D)  
Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
				Code V	(A) (D)		Title	

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option / (Right to Buy)	\$ 121	02/25/2015	A	2,674	02/25/2015	02/25/2025	Common Stock	2,674

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOSTER W KIM 550 E SWEDES FORD ROAD WAYNE, PA 19087			X	

## Signatures

Daniel V. Logue with POA for W. Kim  
Foster 02/26/2015

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

It has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on this 26th day of June, 2002. MEDAREX, INC.

By: /s/ Irwin Lerner ----- Irwin Lerner-Chairman of the Board  
 POWER OF ATTORNEY KNOW ALL MEN BY THESE PRESENTS: That the undersigned officers and directors of Medarex, Inc., a New Jersey corporation, do hereby constitute and appoint Donald L. Drakeman and Christian Schade, and either of them, the lawful attorney and agent, with power and authority to do any and all acts and things and to execute any and all instruments which said attorney and agent, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power of authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments and supplements thereof, and to any and all instruments or documents filed as part of or in connection with such Registration Statement, and each of the undersigned hereby certifies and confirms all that said attorney and agent, shall do or cause to be done by virtue hereof. The Power of Attorney may be signed in several counterparts. IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of the dates indicated below. Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Signature Title Date -----  
 /s/ Irwin Lerner Chairman of the Board  
 June 26, 2002 -----  
 Irwin Lerner /s/ Donald L. Drakeman President, Chief Executive  
 Officer and Director June 26, 2002 -----  
 Donald L. Drakeman (Principal Executive

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Officer) /s/Michael A. Appelbaum Executive Vice President and Director June 26, 2002  
----- Michael A. Appelbaum /s/Christian Schade Senior Vice President and Chief  
Financial Officer June 26, 2002 ----- Christian Schade (Principal Financial and  
Accounting Officer) /s/Michael W. Fanger Director June 26, 2002 ----- Michael W.  
Fanger /s/Julius A. Vida Director June 26, 2002 ----- Julius A. Vida /s/Charles R. Schaller  
Director June 26, 2002 ----- Charles R. Schaller /s/W. Leigh Thompson, Jr. Director June  
26, 2002 ----- W. Leigh Thompson, Jr. /s/Frederick B. Craves Director June 26, 2002  
----- Frederick B. Craves Director June \_\_, 2002 ----- Ronald  
J. Saldarini INDEX TO EXHIBITS Exhibit No. Description 5 Opinion of Satterlee Stephens Burke & Burke LLP as  
to legality of the securities being registered 10.1 Medarex, Inc. 2002 Employee Stock Purchase Plan 23(a) Consent of  
Ernst & Young LLP 23(b) Consent of PricewaterhouseCoopers