

MEDAREX INC  
Form 8-K  
July 29, 2003

As filed with the Securities and Exchange Commission on July 29, 2003.

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# 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)

July 28, 2003 (July 23, 2003)

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## 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

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(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)

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**MEDAREX, INC.**

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**CURRENT REPORT ON FORM 8-K**

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**Item 5. Other Events**

On July 23, 2003, Medarex, Inc. (the Company) completed its sale to certain initial purchasers of \$125 million aggregate principal amount of its 4.25% Convertible Senior Notes due August 15, 2010. 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

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- |      |                                                                                                                                                               |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1  | Purchase Agreement, dated as of July 17, 2003, by and among the Company, Goldman, Sachs & Co., UBS Securities LLC and J.P. Morgan Securities Inc.             |
| 4.2  | Registration Rights Agreement, dated as of July 23, 2003, by and among the Company, Goldman, Sachs & Co., UBS Securities LLC and J.P. Morgan Securities, Inc. |
| 4.3  | Indenture, dated as of July 23, 2003, between the Company and Wilmington Trust Company, as trustee.                                                           |
| 10.1 | Pledge Agreement, dated as of July 23, 2003, between the Company and Wilmington Trust Company, as trustee and as pledged securities intermediary.             |



**EXHIBIT INDEX**

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