

BRISTOL MYERS SQUIBB CO
Form 8-K
February 27, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): February 27, 2015 (February 23, 2015)

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-1136
(Commission

File Number)
345 Park Avenue

22-0790350
(IRS Employer

Identification Number)

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New York, NY, 10154

(Address of Principal Executive Office)

Registrant's telephone number, including area code: (212) 546-4000

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 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On February 23, 2015, Bristol-Myers Squibb Company (the Company) and Flexus Biosciences, Inc. issued a joint press release announcing that the companies have signed a definitive agreement under which the Company will acquire all of the outstanding capital stock of Flexus Biosciences, Inc., a privately held biotechnology company focused on the discovery and development of novel anti-cancer therapeutics, for a potential total consideration of \$1.25 billion, including \$800 million upfront and development milestones that, upon achievement, could total up to \$450 million. A copy of the press release announcing the planned acquisition is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release of Bristol-Myers Squibb Company dated February 23, 2015.

SIGNATURES

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.

BRISTOL-MYERS SQUIBB COMPANY

Dated: February 27, 2015

By: /s/ Sandra Leung
Name: Sandra Leung
Title: General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit

| No. | Description |
|------------|--|
| 99.1 | Press release of Bristol-Myers Squibb Company dated February 23, 2015. |