

MEDAREX INC
Form POS AM
March 10, 2006

As filed with the Securities and Exchange Commission on March 10, 2006

REGISTRATION NO. 333-66047

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1

to

FORM S-3

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)

2836
(Primary standard industrial
classification code number)

22-2822175
(I.R.S. Employer Number)

Medarex, Inc.

707 State Road

Princeton, NJ 08540

(609) 430-2880

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Donald L. Drakeman

President and Chief Executive Officer

Medarex, Inc.

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707 State Road

Princeton, NJ 08540

(609) 430-2880

COPIES TO

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Senior Vice President, General Counsel
and Secretary
Medarex, Inc.
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Princeton, NJ 08540
(609) 430-2880

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Satterlee Stephens Burke & Burke LLP
230 Park Avenue
New York, NY 10169
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EXPLANATORY NOTE

The purpose of this filing is to deregister the resale by a certain Selling Securityholder (as defined below) of up to 4,176,673 shares of our common stock, per value \$.01 per share, under that certain Registration Statement on Form S-3 (File No. 333-66047), as amended, and together with all exhibits, amendments and supplements thereto (the Registration Statement), as originally filed by Medarex, Inc. (the Registrant) with the Commission on October 23, 1998.

This request is made based upon the following grounds:

Pursuant to the terms of a Rights Exchange Agreement, dated June 10, 1998 (the Agreement), entered into by and among the Registrant and BCC Acquisition I LLC (the Selling Securityholder) in connection with the merger of GenPharm International, Inc. (GenPharm), with a subsidiary of the Registrant and pursuant to which GenPharm became a wholly-owned subsidiary of the Registrant, the Registrant filed the Registration Statement covering securities issued to the Selling Securityholder as consideration in the merger, and the parties thereto agreed that the Registration Statement would remain in effect for a period of seven years from the closing date or such shorter period that would terminate when all of the registrable securities covered by the Registration Statement had been sold pursuant thereto.

Because it has been more than seven years since the August 4, 1998 closing date, the Registrant no longer has an obligation under the Agreement to maintain the Registration Statement s effectiveness.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Princeton, State of New Jersey, on this 10th day of March, 2006.

MEDAREX, INC.

By:

/s/ IRWIN LERNER*
Irwin Lerner
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|----------------|
| /s/ IRWIN LERNER* Irwin Lerner | Chairman of the Board | March 10, 2006 |
| /s/ DONALD L. DRAKEMAN Donald L. Drakeman | President, Chief Executive Officer and Director (Principal Executive Officer) | March 10, 2006 |
| /s/ CHRISTIAN S. SCHADE Christian S. Schade | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | March 10, 2006 |
| /s/ MICHAEL A. APPELBAUM* Michael A. Appelbaum | Director | March 10, 2006 |
| Patricia M. Danzon | Director | March 10, 2006 |
| Ronald J. Saldarini | Director | March 10, 2006 |
| /s/ CHARLES R. SCHALLER* Charles R. Schaller | Director | March 10, 2006 |
| /s/ JULIUS A. VIDA* Julius A. Vida | Director | March 10, 2006 |

* **BY:** /s/ DONALD L. DRAKEMAN
Donald L. Drakeman, as attorney-in-fact pursuant to Power
of Attorney previously filed