

MEDAREX INC  
Form 8-K  
October 28, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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## FORM 8-K

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### CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**October 22, 2008**

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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.)

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707 State Road, Princeton, N.J. 08540-1437

(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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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 14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On October 22, 2008, the Medarex, Inc. Board of Directors approved Amended and Restated Bylaws to correct certain cross-references and other minor, non-substantive errors. A copy of the Amended and Restated Bylaws is attached to this current report on Form 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following materials are filed as exhibits to this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
3.1	Medarex, Inc. Amended and Restated By-Laws

**SIGNATURE**

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.

MEDAREX, INC.  
Registrant

Date: October 28, 2008

By: */s/ Christian S. Schade*  
Christian S. Schade  
Senior Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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