UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY

In re Celgene Corporation, Inc. Securities Litigation

In re Celgene · No. No. 2:18-cv-4772 (MEF)(JBC) · Decided December 5, 2025

SUMMARY

The United States District Court for the District of New Jersey grants preliminary approval of a proposed $239 million settlement in a securities class action involving Celgene Corporation. The court finds that extensive discovery, arms-length negotiations, and litigation risks support preliminary approval, but withholds approval of the proposed notice materials and settlement hearing schedule. The court directs the plaintiff to revise the claims form and related materials to make them more accessible to retail investors and potential objectors.

CASE DETAILS

COURT	United States District Court for the District of New Jersey
WRITING FOR THE COURT	Michael E. Farbiarz
JURISDICTION	United States District Court for the District of New Jersey
DECIDED	December 5, 2025
DOCKET	No. 2:18-cv-4772 (MEF)(JBC)
DISPOSITION	other
PROCEDURAL POSTURE	The lead plaintiff moved unopposed for preliminary approval of a proposed class-action securities settlement and authorization to disseminate settlement notice. The court granted preliminary approval but held notice and settlement-hearing scheduling in abeyance pending revisions to the proposed settlement materials.
STANDARD OF REVIEW	For preliminary approval under Federal Rule of Civil Procedure 23(e), the court considers whether it will likely be able to grant final approval, including whether the settlement resulted from informed, arm's-length negotiations and appears substantively fair under the Girsh factors and related authority.
PRECEDENTIAL VALUE	unknown
PARTIES	AMF Tjänstepension AB v. Celgene Corporation, Inc. and the Defendants

TOPICS

class actions | civil procedure | commercial litigation | remedies

PRACTICE AREAS

securities litigation | class action settlement | civil procedure

QUESTIONS PRESENTED

1. Whether the proposed class-action settlement should receive preliminary approval under Federal Rule of Civil Procedure 23(e).
2. Whether the proposed notice, claims form, and related settlement materials were sufficiently clear and accessible to authorize dissemination and schedule a final settlement-approval hearing.

HOLDINGS

1. Preliminary approval was warranted because the settlement followed extensive discovery, investigation, expert analysis, and arm's-length mediation, and the settlement amount realistically reflected substantial risks concerning liability and damages.
2. The court would not authorize dissemination or schedule the settlement hearing until the plaintiff substantially revised the proposed claims form and related materials to make participation and claims submission clear, simple, and accessible.

KEY QUOTATIONS

> *“In light of this, the Plaintiff’s motion for preliminary approval is granted.”*

> *“For now, though, the proposed claims form does not measure up.”*

> *“A user-friendly claims form makes it obvious from the get-go that the form will be both very easy and very quick to fill out.”*

FACTUAL BACKGROUND

The parties litigated a federal securities class action involving Celgene for more than seven years. A class was certified, extensive discovery was conducted, expert damages analyses were prepared, and the parties were actively preparing for trial when they reached a proposed $239 million settlement. The settlement represented approximately 8.6 percent of the plaintiff's estimated $2.78 billion in class-wide damages, with material litigation risks concerning damages calculations and the likelihood of proving scienter at trial.

PROCEDURAL HISTORY

The securities class action had been litigated for more than seven years, including class certification, extensive discovery, expert work, and preparation for trial. The parties negotiated a proposed $239 million settlement through multiple mediation sessions while numerous pretrial motions were fully briefed. The court evaluated the proposed settlement under Rule 23(e), granted preliminary approval, and required the plaintiff to revise the notice and claims materials before the court would authorize dissemination or schedule the final approval hearing.

DISPOSITION

other

CASES CITED

- In re Warfarin Sodium Antitrust Litigation, 391 F.3d 516, 535, 537 (3d Cir. 2004)
- In re Prudential Insurance Co. America Sales Practice Litigation Agent Actions, 148 F.3d 283, 319 (3d Cir. 1998)
- McGowan v. CFG Health Network, LLC, 2024 WL 1340329, at *7 (D.N.J. Mar. 28, 2024)
- In re National Football League Players Concussion Injury Litigation, 821 F.3d 410, 436-37 (3d Cir. 2016)
- In re General Motors Corp. Pick-Up Truck Fuel Tank Products Liability Litigation, 55 F.3d 768, 785, 813-14 (3d Cir. 1995)
- In re New Jersey Tax Sales Certificates Antitrust Litigation, 750 F. App'x 73, 77 (3d Cir. 2018)
- Beneli v. BCA Financial Services, Inc., 324 F.R.D. 89, 101 (D.N.J. 2018)
- Girsh v. Jepson, 521 F.2d 153, 157 (3d Cir. 1975)
- Hacker v. Electric Last Mile Solutions Inc., 722 F. Supp. 3d 480, 488, 503-06 (D.N.J. 2024)
- In re Wilmington Trust Securities Litigation, 2018 WL 6046452, at *7 (D. Del. Nov. 19, 2018)
- Schuler v. Medicines Co., 2016 WL 3457218, at *8 (D.N.J. June 24, 2016)
- In re Hemispherx Biopharma, Inc. Securities Litigation, 2011 WL 13380384, at *6 (E.D. Pa. Feb. 14, 2011)
- In re Celgene Corp., Inc. Securities Litigation, 741 F. Supp. 3d 217 (D.N.J. 2024)
- In re Celgene Corp., Inc. Securities Litigation, 747 F. Supp. 3d 748 (D.N.J. 2024)
- Webway 360, Inc. v. Xerox Corp., 2025 WL 3161999, at *4 (D.N.J. Nov. 12, 2025)

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