

PHARMION CORP
Form S-8 POS
March 07, 2008

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As filed with the Securities and Exchange Commission on March 7, 2008

Registration No. 333 135362

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective
Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

PHARMION CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

84-1521333
(I.R.S. Employer Identification No.)

2525 28th Street, Suite 200
Boulder, Colorado
(Address of Principal Executive Offices)

80301
(Zip Code)

Pharmion Corporation 2006 Employee Stock Purchase Plan
(Full Title of the Plan)

Sol J. Barer
Chief Executive Officer
Pharmion LLC
c/o Celgene Corporation
86 Morris Avenue
Summit, New Jersey 07901
(Name and Address of Agent for Service)

Copies to:

Robert A. Cantone, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036
(212) 969-3000

(908) 673-9000
(Telephone Number, Including Area Code, of Agent
For Service)

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SIGNATURE

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RECENT EVENTS; DEREGISTRATION

As a result of the merger on March 7, 2008 of Pharmion Corporation (Pharmion or the Registrant) with Cobalt Acquisition LLC (Merger Sub), a wholly owned subsidiary of Celgene Corporation, the separate existence of Pharmion ceased and Merger Sub continued as the survivor of such merger (under the name Pharmion LLC) and a wholly owned subsidiary of Celgene Corporation. This registration statement is hereby withdrawn and all securities registered hereunder which remain unsold as of the date hereof are hereby removed from registration.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Summit, State of New Jersey on this 7th day of March, 2008.

PHARMION LLC*

By: /s/ David W. Gyska
David W. Gyska
Treasurer

* Successor by merger to the Registrant.