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MEDAREX INC
Form POS EX
June 19, 2001

As filed with the Securities and Exchange Commission on June 19, 2001
REGISTRATION NO. 333-52696
=====

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)

22-28
(I.R.S.
Nu

Medarex, Inc.
707 State Road #206
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.
707 State Road #206
Princeton, NJ 08540
(609) 430-2880

COPIES TO:

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W. Bradford Middlekauff, Esq.
Senior Vice President,
Secretary and General Counsel
Medarex, Inc.
707 State Road #206
Princeton, NJ 08540
(212) 818-9200

Satterlee Stephens Burke & Burke LLP
Dwight A. Kinsey, Esq.
230 Park Avenue
New York, NY 10169
(609) 430-2880

Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of the Registration Statement, as
determined by the Registrant.

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, check the following box.

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. File No. 333-52696

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR
DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL
FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION
STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF
THE SECURITIES ACT, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE
ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY
DETERMINE.

EXPLANATORY NOTE

This Post Effective Amendment No. 1 to Registration Statement is being
filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended, solely
to add exhibits to Registration Statement on Form S-3 (File No. 333-52696) filed
by Medarex, Inc. on December 22, 2000. No other changes to said Registration
Statement have been effected by this Post Effective Amendment No. 1.

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Item 16. Exhibits and Financial Statement Schedules

(a) Exhibits

The following exhibits are filed as part of this Registration Statement:

- *1.1 Form of Underwriting Agreement Basic Terms.
- /1/3.1 Restated Certificate of Incorporation of the Registrant, as amended.
- /1/3.2 Amended and Restated By-laws of the Registrant.
- /2/4.1 Form of Specimen of Common Stock Certificate.
- *4.2 Form of Senior Indenture.
- 4.3 Form of Subordinated Indenture.
- *4.4 Form of Warrant.
- *4.5 Form of Certificate of Designation with respect to Preferred Stock.
- *5.1 Opinion of Satterlee Stephens Burke & Burke LLP re: legality of securities being registered.
- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Ernst & Young LLP.
- *23.2 Consent of Satterlee Stephens Burke & Burke LLP (included in their opinion filed as Exhibit 5.1).
- **24.1 Power of Attorney (included in the signature page to the Registration Statement).
- 25.1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended of the Trustee on Form T-1.

1 Incorporated by reference to the identically numbered exhibit to the Registrant's Current Report on Form 8-K filed on May 25, 2001.

2 Incorporated by reference to the identically numbered exhibit to the Registrant's Registration Statement on Form S-1 (File No. 33-39956) filed on April 12, 1991.

* To be filed by amendment or as an exhibit to a report pursuant to Section 13(a), 13(c) or 15(d) of the Exchange Act.

** Previously filed.

(b) Financial Statement Schedules

All schedules are omitted because of the absence of the conditions under which they are required, or because the information called for is included in the financial statements or notes thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Princeton, State of New Jersey, on this 19th day of June 2001.

MEDAREX, INC.

By: /s/ Irwin Lerner *

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Irwin Lerner
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----
/s/ Irwin Lerner* ----- Irwin Lerner	Chairman of the Board
/s/ Donald L. Drakeman ----- Donald L. Drakeman	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Michael A. Appelbaum* ----- Michael A. Appelbaum	Executive Vice President and Director
/s/ Christian Schade* ----- Christian Schade	Senior Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Michael W. Fanger* ----- Michael W. Fanger	Director
/s/ Julius A. Vida* ----- Julius A. Vida	Director
/s/ Charles R. Schaller* ----- Charles R. Schaller	Director
/s/ W. Leigh Thompson, Jr.* ----- W. Leigh Thompson, Jr.	Director
/s/ Fred Craves* ----- Fred Craves	Director
----- Ronald J. Saldarini -----	Director

*By: /s/ Donald L. Drakeman

Donald L. Drakeman, as attorney-in-
fact pursuant to Power of Attorney
previously filed.

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INDEX TO EXHIBITS

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