

BRISTOL MYERS SQUIBB CO
Form 8-K
March 04, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The

Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported): March 1, 2011

BRISTOL-MYERS SQUIBB COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-1136
(Commission

File Number)

22-079-0350
(IRS Employer

Identification Number)

Edgar Filing: BRISTOL MYERS SQUIBB CO - Form 8-K

345 Park Avenue

New York, NY, 10154

(Address of Principal Executive Office)

Registrant's telephone number, including area code: (212) 546-4000

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 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On March 1, 2011, the company's Board of Directors elected Elliott Sigal, M.D., Ph.D. to serve as a member of the Board of Directors. The size of the Board of Directors was increased to twelve in connection with Dr. Sigal's election.

Dr. Sigal is 59 years old and has worked for the company for over 13 years. He has served as executive vice president, chief scientific officer and president, Bristol-Myers Squibb Research and Development since 2004.

Due to his employment with the company, the Board of Directors has determined that Dr. Sigal is not independent under the New York Stock Exchange Listing Standards or the independence standards adopted by the Board of Directors. Dr. Sigal will continue to serve as a member of the Science and Technology Committee of the Board and he will stand for election by the company's stockholders at the Annual Meeting of Stockholders on May 3, 2011.

Dr. Sigal was not selected as a director pursuant to any arrangement or understanding between him and any other person. There are no related party transactions between the company and Dr. Sigal.

Dr. Sigal receives compensation for his service as executive vice president, chief scientific officer and president, Bristol-Myers Squibb Research and Development in accordance with the company's standard executive compensation program. Dr. Sigal will not be compensated for his service as a director of the company.

A copy of the press release announcing Dr. Sigal election is attached to this report as Exhibit 99.1.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated March 1, 2011.

SIGNATURES

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.

Bristol-Myers Squibb Company

Dated: March 3, 2011

By: /s/ Sandra Leung
Name: Sandra Leung
Title: General Counsel & Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated March 1, 2011.