

Alliqua BioMedical, Inc.
Form SC 13D/A
May 04, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Alliqua BioMedical, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

019621 200

(CUSIP Number)

Robert J. Hugin

Chairman of the Board
and Chief Executive Officer

Celgene Corporation

86 Morris Avenue

Summit, New Jersey 07901

(908) 673-9000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 4, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box: "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00434H108

1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CELGENE CORPORATION

22-2711928

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d) or

2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, U.S.A.

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 4,025,194(1)

8 SHARED VOTING POWER

OWNED BY

EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 4,025,194 (1)
10 SHARED DISPOSITIVE POWER

-0-
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,025,194 (1)
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.9% (2)
14 TYPE OF REPORTING PERSON*

CO

- (1) Includes 3,046,100 shares of Common Stock and 979,094 shares of Common Stock issuable upon exercise of the warrants that are exercisable immediately.
- (2) The percentage ownership is based on 25,376,156 shares of Common Stock outstanding as of May 4, 2015, which includes (i) 24,397,062 shares of Common Stock outstanding as of May 4, 2015, as reported by Alliqua BioMedical, Inc. to Celgene Corporation on such date, and (ii) 979,094 shares of Common Stock underlying the warrants held by Celgene Corporation that are exercisable immediately.

This Amendment No. 3 amends the Schedule 13D (the **Schedule 13D**) filed with the Securities and Exchange Commission (the **Commission**) on November 27, 2013, as amended by Amendment No. 1 filed with the Commission on March 7, 2014 and Amendment No. 2 filed with the Commission on April 15, 2014, by Celgene Corporation (**Celgene**) with respect to common stock, par value \$0.001 per share (**Common Stock**), of Alliqua BioMedical, Inc., a Delaware corporation (**Alliqua**). Capitalized terms used, but not defined herein, have the meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

No modification.

Item 2. Identity and Background.

No modification.

Item 3. Source and Amount of Funds or Other Consideration.

No modification.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On May 4, 2015, Alliqua completed its underwritten public offering (the **Offering**) of 7,582,418 shares of Common Stock at a public offering price of \$4.55 per share, and Celgene purchased (the **Purchase**) 659,340 shares of Common Stock at a purchase price of \$4.55 per share in the Offering for investment purposes. Following the Offering and the Purchase, Celgene beneficially owns 4,025,194 shares of Common Stock (including 979,094 shares of Common Stock underlying the warrants that are exercisable immediately), representing approximately 15.9% of the shares of Common Stock outstanding as of May 4, 2015, which includes (i) 24,397,062 shares of Common Stock outstanding as of May 4, 2015, and (ii) 979,094 shares of Common Stock underlying the warrants that are exercisable immediately.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) is hereby amended and supplemented as follows:

On May 4, 2015, Alliqua completed the Offering and Celgene completed the Purchase. Following the Offering and the Purchase, Celgene beneficially owns 4,025,194 shares of Common Stock (including 979,094 shares of Common Stock underlying the warrants that are exercisable immediately), representing approximately 15.9% of the shares of Common Stock outstanding as of May 4, 2015, which includes (i) 24,397,062 shares of Common Stock outstanding as of May 4, 2015, and (ii) 979,094 shares of Common Stock underlying the warrants that are exercisable immediately.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No modification.

Item 7. Material to Be Filed as Exhibits.

No modification.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

May 4, 2015

CELGENE CORPORATION

By: /s/ Perry Karsen
Perry Karsen
Chief Executive Officer, Celgene Cellular
Therapeutics