

CRISPR Therapeutics AG

Form 3

October 18, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â CELGENE CORP /DE/

(Last) (First) (Middle)

86 MORRIS AVENUE

(Street)

SUMMIT,Â NJÂ 07901

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/18/2016

3. Issuer Name and Ticker or Trading Symbol
CRISPR Therapeutics AG [CRSP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Expirable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Series B Preferred Shares $\hat{A}$ ⁽¹⁾ $\hat{A}$ ⁽¹⁾ Common Shares 4,034,830 \$ ⁽¹⁾ D ⁽²⁾ ⁽³⁾ $\hat{A}$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901	$\hat{A}$	$\hat{A}$ X	$\hat{A}$	$\hat{A}$

Signatures

/s/ Peter N. Kellogg _____ Peter N.
Kellogg, Executive Vice President and Chief Financial Officer
**Signature of Reporting Person
10/18/2016
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These securities are convertible at any time on a one-for-one basis into shares of the Issuer's Common Shares at the holder's election and

(1) automatically upon the closing of the Issuer's initial public offering into the number of shares of Common Shares shown in column 3 above. These securities do not have an expiration date.

These securities are held of record by Celgene Alpine Investment Co. III, LLC, an indirectly wholly-owned subsidiary of Celgene

(2) Corporation ("Celgene"). Celgene may be deemed to have voting and investment power over these securities and as a result may be deemed to have beneficial ownership over such securities.

Celgene disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an

(3) admission that Celgene is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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