

CRISPR Therapeutics AG
Form SC 13D
October 31, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

CRISPR Therapeutics AG

(Name of Issuer)

Common Shares, CHF 0.03 nominal value per share

(Title of Class of Securities)

H17182108

(CUSIP Number)

Mark J. Alles

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)

October 24, 2016

(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. H17182108

Name of reporting person:

1

CELGENE ALPINE INVESTMENT CO. III, LLC

Check the appropriate box if a member of a group*

2

(a) ☐ (b) ☐
SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

5

Citizenship or place of organization

6

Delaware, U.S.A.

Sole voting power

Number of ⁷

shares ⁻⁰⁻
Shared voting power

beneficially ⁸

owned by ^{4,834,980}
each Sole dispositive power

reporting ⁹

person ⁻⁰⁻

with

Shared dispositive power

10

4,834,980

Aggregate amount beneficially owned by each reporting person

11

4,834,980

Check box if the aggregate amount in Row (9) excludes certain shares*

12

Percent of class represented by amount in Row (9)

13

12.3% (1)

Type of reporting person*

14

OO

The percentage ownership interest is determined based on 39,360,634 Common Shares outstanding as of (1) October 24, 2016, which includes 4,834,980 Common Shares held by Celgene Alpine Investment Co. III, LLC subsequent to the Issuer's initial public offering.

CUSIP No. H17182108

Name of reporting person:

1

CELGENE CORPORATION

Check the appropriate box if a member of a group*

2

(a) ☐ (b) ☐
SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

5

Citizenship or place of organization

6

Delaware, U.S.A.

Number of ☐ Sole voting power

shares ☐ 7

beneficially ☐ -0-
☐ Shared voting power

owned by ☐ 8

each ☐ 4,834,980

reporting ☐ Sole dispositive power

person ☐ 9

with ☐ -0-
☐ 10 Shared dispositive power

4,834,980

Aggregate amount beneficially owned by each reporting person

11

4,834,980

Check box if the aggregate amount in Row (9) excludes certain shares*

12

Percent of class represented by amount in Row (9)

13

12.3% (1)

Type of reporting person*

14

CO

The percentage ownership interest is determined based on 39,360,634 Common Shares outstanding as of (1) October 24, 2016, which includes 4,834,980 Common Shares held by Celgene Alpine Investment Co. III, LLC subsequent to the Issuer's initial public offering.

SCHEDULE 13D

CRISPR Therapeutics AG

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the common shares, CHF 0.03 nominal value per share (“Common Shares”), of CRISPR Therapeutics AG, a Swiss corporation (“CRISPR”). The principal business address of CRISPR is Aeschenvorstadt 36, 4051 Basel, Switzerland.

Item 2. Identity and Background.

This Schedule 13D is being filed jointly by the following persons (collectively, “Reporting Persons”):

Reporting Person	Principal Business	Address Principal Business/Office
Celgene Alpine Investment Co. III, LLC, a Delaware limited liability company and a Bermuda licensed company (“Alpine”)	To make and hold investments	Aon House
		30 Woodbourne Ave
		Pembroke, HM 08
		Bermuda
Celgene Corporation, a Delaware corporation (“Celgene”)	To discover, develop and commercialize innovative therapies designed to treat cancer and immune-inflammatory related diseases	86 Morris Avenue
		Summit, New Jersey 07901

Alpine is the holder of 4,834,980 Common Shares of CRISPR. The sole member of Alpine is Celgene International II Sàrl, which is a wholly owned subsidiary of Celgene. Set forth on Schedule A hereto, which is incorporated herein by reference, is the name, business address, principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and citizenship of each of the Reporting Person’s directors and executive officers.

During the past five years, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the persons listed on Schedule A hereto, has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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

The information set forth or incorporated in Items 4 and 6 hereof are incorporated herein by reference.

The Common Shares of CRISPR beneficially owned by the Reporting Persons were acquired with working capital of the Reporting Persons for investment purposes.

Item 4. Purpose of Transaction.

The information set forth or incorporated in Items 3 and 6 hereof are incorporated herein by reference.

Lockup Agreement

On May 11, 2016, Alpine entered into a Lockup Agreement (the “Lockup Agreement”) with CRISPR. Pursuant to the Lockup Agreement, until 180 days after the date of CRISPR’s initial public offering, Alpine will be bound by certain “standstill” provisions which generally will prevent it from selling or otherwise disposing of outstanding Common Shares, other than under certain exceptions. Following the expiration of such lock-up period, Alpine may sell shares subject to certain manner of sale and volume limitations, as well as restrictions on sales pursuant to Rule 144 under the Securities Exchange Act of 1934 or other applicable rules.

Except as set forth above, neither Celgene or Alpine, nor, to the knowledge of Celgene or Alpine, any of the persons listed on Schedule A hereto, has any present plans which relate to or would result in:

- (a) the acquisition by any person of additional securities of CRISPR, or the disposition of securities of CRISPR;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving CRISPR or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of CRISPR or any of its subsidiaries;
- (d) any change in the present Board of Directors or management of CRISPR, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board of Directors;
- (e) any material change in the present capitalization or dividend policy of CRISPR;
- (f) any other material change in CRISPR's business or corporate structure;
- (g) changes in CRISPR's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of CRISPR by any person;
- (h) causing a class of securities of CRISPR to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of CRISPR becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or
- (j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

(a), (b) and (c) — The information contained on the cover pages to this Schedule 13D and the information set forth or incorporated in Items 2, 3, 4 and 6 hereof are incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

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

The information set forth or incorporated in Item 4 hereof is incorporated herein by reference in response to this Item 6.

Other than as described in Items 3, 4 and 5, this Item 6, and the agreements set forth as exhibits hereto, to the Reporting Persons' knowledge, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of CRISPR.

Item 7. Material to Be Filed as Exhibits.

The following documents are filed as exhibits:

Exhibit 1 – Joint Filing Agreement

Exhibit 2 – Lockup Agreement, dated as of May 11, 2016, between Alpine and CRISPR

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.

CELGENE ALPINE
INVESTMENT CO. III,
LLC

Date: October 28, 2016 By: /s/ Kevin Mello
Kevin Mello
Manager

CELGENE
CORPORATION

Date: October 28, 2016 By: /s/ Thomas M. Perone
Thomas M. Perone
Assistant Secretary

EXHIBIT INDEX

Exhibit Description

- | | |
|---|---|
| 1 | Joint Filing Agreement |
| 2 | Lockup Agreement, dated as of May 11, 2016, between Alpine and CRISPR |

SCHEDULE A**Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of the Reporting Persons**

The name, business address and present principal occupation or employment of each of the directors and executive officers of the Reporting Persons are set forth below. Unless otherwise indicated, the business address of each director and executive officer is c/o 86 Morris Avenue, Summit, New Jersey 07901. Unless otherwise indicated, each director and executive officer is a citizen of the United States.

CELGENE CORPORATION — BOARD OF DIRECTORS

Name And Position	Present Principal Occupation Or Employment
Robert J. Hugin Executive Chairman	Executive Chairman of Celgene Corporation
Mark J. Alles Chief Executive Officer and Director	Chief Executive Officer of Celgene Corporation
Jacquelyn A. Fouse, Ph.D. President and Chief Operating Officer and Director	President and Chief Operating Officer of Celgene Corporation; Director of Dick's Sporting Goods
Richard W. Barker, D.Phil. Director (Citizen of the United Kingdom)	Director of the Centre for Accelerating Medical Innovations; Chairman of the Health Innovation Network of South London, UK; a member of the Board of iCO Therapeutics, Inc.; Chairman of Stem Cells for Safer Medicine; Chairman of International Health Partners; Chairman of Precision Medicine Catapult plc.
Michael W. Bonney Director	Formerly Chief Executive Officer and a director of Cubist Pharmaceuticals Inc.; Chairman of the Board of Alynlyam Pharmaceuticals, Inc.; Trustee of the Tekla complex of life sciences and dedicated funds; Board of Trustee Chair of Bates College

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Michael D. Casey

Director

Formerly Chairman, President, Chief Executive Officer and a director of Matrix Pharmaceutical, Inc.; Director of Abaxis, Inc.

Carrie S. Cox

Director

Chairman of the Board of Directors and Chief Executive Officer of Humacyte, Inc.; member of Board of Directors of Texas Instruments; member of Board of Directors of Cardinal Health, Inc.

Michael A. Friedman, M.D.

Director

Emeritus Chief Executive Officer of City of Hope; member of Board of Directors of MannKind Corporation; member of Board of Directors of Smith & Nephew plc; member of Board of Trustees of Tulane University

Julia A. Haller, M.D.

Director

Ophthalmologist-in-Chief of the Wills Eye Hospital, Philadelphia, PA

Gilla Kaplan, Ph.D.

Director

Director of the Global Health Program, Tuberculosis, at the Bill and Melinda Gates Foundation

James J. Loughlin

Director

Formerly National Director of the Pharmaceuticals Practice at KPMG LLP; member of Board of Directors of each of Edge Therapeutics, Inc. and InspireMD

Ernest Mario, Ph.D.

Director

Chairman of the American Foundation for Pharmaceutical Education; Chairman of the Board of each of Capnia, Inc. and Chimerix Inc.; member of the Board of Directors of Tonix Pharmaceutical Holding Corp.

CELGENE CORPORATION — EXECUTIVE OFFICERS

Name	Title
Robert J. Hugin	Executive Chairman
Mark J. Alles	Chief Executive Officer
Jacquelyn A. Fouse, Ph.D.	President and Chief Operating Officer
Peter N. Kellogg	Executive Vice President and Chief Financial Officer
Scott A. Smith	President, Inflammation & Immunology
Rupert Vessey	President, Research and Early Development
Michael Pehl	President, Hematology & Oncology
Gerald Masoudi	Executive Vice President, General Counsel and Corporate Secretary

CELGENE ALPINE INVESTMENT CO. III, LLC (“Alpine”)

Name And Position Present Principal Occupation Or Employment

Kevin Mello
Manager of Alpine
(Citizen of Bermuda)