

CRISPR Therapeutics AG
Form SC 13D/A
February 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

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)

February 7, 2018

(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/A

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) ☒

3 SEC use only
Source of funds*

4
N/A

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

6
Delaware, U.S.A.

Number of Sole voting power
shares 7

beneficially -0-
8 Shared voting power
owned by
each

reporting 2,800,772
 person Sole dispositive power
 with 9
 -0-
 10 Shared dispositive power

2,800,772
 Aggregate amount beneficially
 owned by each reporting
 person
 11

2,800,772
 Check box if the aggregate
 amount in Row (9) excludes
 certain shares* ..
 12

Percent of class represented by
 amount in Row (9)
 13

6.1% (1)
 Type of reporting person*
 14

OO

(1) The percentage ownership interest is determined based on 45,890,954 Common Shares outstanding, which includes 40,890,954 Common Shares as of September 30, 2017 and 5,000,000 Common Shares pursuant to a public offering on January 4, 2018, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission on January 5, 2018.

CUSIP No. H17182108

Name of reporting person:

1
CELGENE CORPORATION

Check the appropriate box if a member of a group*

2
(a) ☐ (b) ☒

3
SEC use only
Source of funds*

4
N/A
Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
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 ☐ 2,800,772

reporting ☐ 9 Sole dispositive power

person

with -0-
10 Shared dispositive power

2,800,772
Aggregate amount beneficially
owned by each reporting
person

11

2,800,772
Check box if the aggregate
amount in Row (9) excludes
certain shares* ..

12

Percent of class represented by
amount in Row (9)

13

6.1% (1)
Type of reporting person*

14

CO

(1) The percentage ownership interest is determined based on 45,890,954 Common Shares outstanding, which includes 40,890,954 Common Shares as of September 30, 2017 and 5,000,000 Common Shares pursuant to a public offering on January 4, 2018, as reported in the Issuer's prospectus filed with the Securities and Exchange Commission on January 5, 2018.

This Amendment No. 3 amends the Schedule 13D (the “**Schedule 13D**”) filed with the Securities and Exchange Commission (the “**Commission**”) on October 31, 2016, as amended by Amendment No. 1 filed with the Commission on December 6, 2017, and Amendment No. 2 filed with the Commission on December 22, 2017, by Celgene Corporation (“**Celgene**”) and Celgene Investment Co. III, LLC (“**Alpine**”) with respect to the common shares, CHF 0.03 nominal value per share (“**Common Shares**”), of CRISPR Therapeutics AG, a Swiss corporation (“**CRISPR**”). Capitalized terms used, but not defined herein, have the meanings ascribed to them in the Schedule 13D.

SCHEDULE 13D/A

CRISPR Therapeutics AG

Item 1.

Security and Issuer.

The class of equity securities to which this Schedule 13D/A relates is the Common Shares of CRISPR. The principal business address of CRISPR is Baarerstrasse 14, 6300 Zug, Switzerland.

Item 2.

Identity and Background.

This Schedule 13D/A 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	86 Morris Avenue Summit, New Jersey 07901

diseases

Alpine is the holder of 2,800,772 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 attached to Amendment No. 1 to the Schedule 13D, 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 attached to Amendment No. 1 to the Schedule 13D, 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 Celgene 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.

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 attached to Amendment No. 1 to the Schedule 13D, 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) and (b) — The information contained on the cover pages to this Schedule 13D/A and the information set forth or incorporated in Items 2, 3, 4 and 6 hereof are incorporated herein by reference.

(c) Between December 22, 2017 and February 7, 2018, the Reporting Persons sold an aggregate of 506,047 Common Shares of CRISPR held by them in a series of transactions at various prices as follows:

Trade Date	Shares Sold	Weighted Average Price Per Share	Total Principal Amount
26-Dec-17	121,819	\$21.0297	\$2,561,817.02
27-Dec-17	93,000	\$20.9087	\$1,944,509.10
28-Dec-17	141,924	\$21.1472	\$3,001,295.21
29-Dec-17	5,300	\$21.4304	\$113,581.12
7-Feb-18	144,004	\$42.2065	\$6,077,904.83
Total	506,047	\$27.0708	\$13,699,107.28

(d) Not applicable.

(e) Not applicable.

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

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.

None

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: February 8, 2018 By: /s/ Kevin Mello
Kevin Mello
Manager

CELGENE
CORPORATION

Date: February 8, 2018 By: /s/ Thomas M. Perone
Thomas M. Perone
Assistant Secretary