

CELGENE CORP /DE/
Form 4
December 07, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
CELGENE CORP /DE/

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
86 MORRIS AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2017

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

SUMMIT, NJ 07901

(City) (State) (Zip)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/03/2017		S		22,759	D	\$ 19.1 (1)
							4,812,221
Common Stock	11/06/2017		S		79,327	D	\$ 18.89 (1)
							4,732,894
Common Stock	11/07/2017		S		23,000	D	\$ 18.54 (1)
							4,709,894

See explanation of responses (2) (3)

See explanation of responses (2) (3)

See explanation of responses (2) (3)

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Common Stock	11/08/2017	S	16,875	D	\$ <u>18.06</u> ⁽¹⁾	4,693,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/09/2017	S	20,000	D	\$ <u>17.08</u> ⁽¹⁾	4,673,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/10/2017	S	10,000	D	\$ <u>17.28</u> ⁽¹⁾	4,663,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/13/2017	S	65,093	D	\$ <u>17.76</u> ⁽¹⁾	4,597,926	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/14/2017	S	14,907	D	\$ <u>17.19</u> ⁽¹⁾	4,583,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/15/2017	S	15,000	D	\$ <u>17.67</u> ⁽¹⁾	4,568,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/16/2017	S	105,000	D	\$ <u>18.39</u> ⁽⁴⁾	4,463,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/17/2017	S	51,282	D	\$ <u>18.44</u> ⁽⁴⁾	4,411,737	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/20/2017	S	158,718	D	\$ <u>19.02</u> ⁽⁴⁾	4,253,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/21/2018	S	80,000	D	\$ <u>19.25</u> ⁽⁴⁾	4,173,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/22/2017	S	256,000	D	\$ <u>19.76</u> ⁽⁴⁾	3,917,019	I	See explanation of responses <u>(2)</u> <u>(3)</u>
	11/24/2017	S	26,010	D		3,891,009	I	

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Common Stock					\$ 20 (4)				See explanation of responses (2) (3)
Common Stock	11/27/2017	S	27,990	D	\$ 19.75 (4)	3,863,019	I		See explanation of responses (2) (3)
Common Stock	11/28/2017	S	5,080	D	\$ 19.22 (4)	3,857,939	I		See explanation of responses (2) (3)
Common Stock	11/29/2017	S	4,263	D	\$ 19.25 (4)	3,853,676	I		See explanation of responses (2) (3)
Common Stock	11/30/2017	S	12,666	D	\$ 19.04 (4)	3,841,010	I		See explanation of responses (2) (3)
Common Stock	12/01/2017	S	87,991	D	\$ 19.1 (4)	3,753,019	I		See explanation of responses (2) (3)
Common Stock	12/04/2017	S	30,485	D	\$ 19.47 (4)	3,722,534	I		See explanation of responses (2) (3)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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	Date	Expiration	Title	Amount
	Exercisable	Date		or
				Number
Code	V	(A)	(D)	of
				Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901		X		

Signatures

/s/ Peter N. Kellogg, Executive Vice President and Chief Financial Officer	12/06/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from: \$19.00 to \$19.30 on 11/3/2017; \$18.75 to \$19.23 on 11/6/2017; \$18.02 to \$18.87 on 11/7/2017; \$17.93 to \$18.35 on 11/8/2017; \$17.00 to \$17.50 on 11/9/2017; \$17.10 to \$17.46 on 11/10/2017; \$17.50 to \$17.99 on 11/13/2017; \$17.03 to \$17.45 on 11/14/2017; \$17.55 to \$17.75 on 11/15/2017, inclusive. The reporting person undertakes to provide any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4

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

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

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from: \$17.86 to \$18.57 on 11/16/2017; \$18.30 to \$18.65 on 11/17/2017; \$18.60 to \$19.26 on 11/20/2017; \$19.02 to \$19.46 on 11/21/2017; \$19.20 to \$20.01 on 11/22/2017; \$19.84 to \$20.27 on 11/24/2017; \$19.41 to \$20.20 on 11/27/2017; \$19.00 to \$19.76 on 11/28/2017; \$19.20 to \$19.39 on 11/29/2017; \$19.00 to \$19.20 on 11/30/2017; \$19.02 to \$19.22 on 12/1/2017; and \$19.20 to 19.64 on 12/4/2017, inclusive. The reporting person undertakes to provide any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

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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