

CELGENE CORP /DE/

Form 4

December 07, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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 \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ 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)  
\_X\_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2017		S		22,759	D	\$ 19.1 <u>(1)</u>	4,812,221	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/06/2017		S		79,327	D	\$ 18.89 <u>(1)</u>	4,732,894	I	See explanation of responses <u>(2)</u> <u>(3)</u>
Common Stock	11/07/2017		S		23,000	D	\$ 18.54 <u>(1)</u>	4,709,894	I	See explanation of responses <u>(2)</u> <u>(3)</u>

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

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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SEC 1474  
(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. 6)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## 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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