

CRISPR Therapeutics AG
 Form 4
 October 26, 2016

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)
 10/24/2016

____ Director 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)
 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)
Common Stock	10/24/2016		C	V Amount 4,034,830 (A) or (D) A Price \$ 0 (1)	4,034,830	D (2) (3)	
Common Stock	10/24/2016		P	V Amount 800,150 (A) or (D) A Price \$ 14	4,834,980	D (2) (3)	

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

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Preferred Shares	\$ 0 ⁽¹⁾	10/24/2016		C	4,034,830	10/24/2016	⁽⁴⁾	Common Shares	4,034,830

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 _____
 Peter N. Kellogg, Executive Vice President and Chief Financial Officer 10/26/2016

 **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) These securities converted on a one-for-one basis into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering.
 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) These securities were convertible at any time on a one-for-one basis into shares of the Issuer's Common Stock at the holder's election and automatically upon the closing of the Issuer's initial public offering. These securities do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.