

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CELGENE CORP /DE/</u>  (Last) (First) (Middle) <u>86 MORRIS AVENUE</u>  (Street) <u>SUMMIT NJ 07901</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/18/2016</u>	3. Issuer Name and Ticker or Trading Symbol <u>CRISPR Therapeutics AG [ CRSP ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series B Preferred Shares</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Shares</u>	<u>4,034,830</u>	<u>(1)</u>	<u>D<sup>(2)(3)</sup></u>	

**Explanation of Responses:**

- These securities are convertible at any time on a one-for-one basis into shares of the Issuer's Common Shares at the holder's election and automatically upon the closing of the Issuer's initial public offering into the number of shares of Common Shares shown in column 3 above. These securities do not have an expiration date.
- 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.
- 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 of the Exchange Act, or for any other purpose.

**Remarks:**

/s/ Peter N. Kellogg

Peter N. Kellogg, Executive Vice President and Chief Financial Officer

10/18/2016

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.