

CTI BIOPHARMA CORP
Form SC 13G/A
February 29, 2016

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

SCHEDULE 13G
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CTI BIOPHARMA CORP.

(Name of Issuer)

Common stock, no par value per share

(Title of Class of Securities)

12648L106

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 12648L106

1. Names of reporting persons

Baxalta Incorporated

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

Delaware

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

owned by 15,673,981 (1)

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with

15,673,981 (1)

9. Aggregate amount beneficially owned by each reporting person

15,673,981 (1)

10. Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9)

6.8% (2)(3)

12. Type of reporting person (see instructions)

CO

- (1) Held by Baxalta GmbH, an indirect wholly-owned subsidiary of Baxalta Incorporated (Baxalta). The reported securities are beneficially owned by Baxalta GmbH and may be deemed to be indirectly beneficially owned by Baxalta.
- (2) Percentage of class calculation is based upon the number of shares of issuer s common stock outstanding as of October 30, 2015 as disclosed by the issuer in its quarterly report for the quarter ended September 30, 2015 and filed with the Securities and Exchange Commission on Form 10-Q on November 5, 2015.
- (3) As noted below in the Explanatory Note, due to a clerical error, the percentage of beneficial ownership previously reported as beneficially owned was overstated. The correct percentage of beneficial ownership should have been reported as 6.8%.

CUSIP No. 12648L106

Explanatory Note

This Amendment No. 1 (this Amendment) amends the statement on Schedule 13G filed by Baxalta Incorporated on February 12, 2016 (the Statement). Due to a clerical error, the Statement incorrectly reported the percentage of beneficial ownership of the common stock, no par value (the Common Stock), of CTI BioPharma Corp. (the Issuer) as 14.8%. The correct percentage of beneficial ownership should have been reported as 6.8%. The number of shares beneficially owned was correctly reported as 15,673,981. In addition, the Statement referenced that the stated percentage of class calculation was based upon the number of shares of issuer's common stock outstanding as of October 30, 2015 as disclosed by the issuer in its annual report for the quarter ended September 30, 2015. This Amendment corrects such reference as being disclosed by the issuer in its quarterly report for the quarter ended September 30, 2015.

This Amendment does not modify any other information previously reported on the Statement.

1. Names of reporting persons

Baxalta GmbH

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Citizenship or place of organization

Switzerland

Number of 5. Sole voting power

shares

beneficially 0

owned by 6. Shared voting power

each

reporting 15,673,981 (1)

person 7. Sole dispositive power

with 0

8. Shared dispositive power

15,673,981 (1)

9. Aggregate amount beneficially owned by each reporting person

15,673,981 (1)

10. Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9)

6.8% (2)(3)

12. Type of reporting person (see instructions)

CO

- (1) Held by Baxalta GmbH, an indirect wholly-owned subsidiary of Baxalta Incorporated (Baxalta). The reported securities are beneficially owned by Baxalta GmbH and may be deemed to be indirectly beneficially owned by Baxalta.
- (2) Percentage of class calculation is based upon the number of shares of issuer s common stock outstanding as of October 30, 2015 as disclosed by the issuer in its quarterly report for the quarter ended September 30, 2015 and filed with the Securities and Exchange Commission on Form 10-Q on November 5, 2015.
- (3) As noted above in the Explanatory Note, due to a clerical error, the percentage of beneficial ownership previously reported as beneficially owned was overstated. The correct percentage of beneficial ownership should have been reported as 6.8%.

Item 1. (a) Name of Issuer :

CTI Biopharma Corp.

(b) Address of Issuer's Principal Executive Offices :

3101 Western Avenue, Suite 600, Seattle, Washington 98121

Item 2. (a) Name of Person Filing :

Baxalta Incorporated
Baxalta GmbH

(b) Address of Principal Office or, if none, Residence :

Baxalta Incorporated 1200 Lakeside Drive, Bannockburn, Illinois 60015
Baxalta GmbH Thurgauerstrasse 130, Glattpark (Opfikon), Switzerland 8152

(c) Citizenship or Place of Organization :

Baxalta Incorporated Delaware
Baxalta GmbH Switzerland

(d) Title of Class of Securities :

Common stock, no par value per share

(e) CUSIP Number :

12648L106

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n) :

- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) .. Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) .. Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) .. Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) .. Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership .

- (a) Amount beneficially owned : 15,673,981 (1)

(b) Percent of class : 6.8% (2)(3)

(c) Number of shares as to which the person has :

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 15,673,981 (1)

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 15,673,981 (1)

- (1) Held by Baxalta GmbH, an indirect wholly-owned subsidiary of Baxalta Incorporated (Baxalta). The reported securities are beneficially owned by Baxalta GmbH and may be deemed to be indirectly beneficially owned by Baxalta.
- (2) Percentage of class calculation is based upon the number of shares of issuer s common stock outstanding as of October 30, 2015 as disclosed by the issuer in its quarterly report for the quarter ended September 30, 2015 and filed with the Securities and Exchange Commission on Form 10-Q on November 5, 2015.
- (3) As noted above in the Explanatory Note, due to a clerical error, the percentage of beneficial ownership previously reported as beneficially owned was overstated. The correct percentage of beneficial ownership should have been reported as 6.8%.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company :

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit 1 Joint Filing Statement

Exhibit 2 Power of Attorney

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 29, 2016

BAXALTA INCORPORATED

By: /s/ Stephanie D. Miller
Name: Stephanie D. Miller
Title: Corporate Secretary

BAXALTA GMBH

By: /s/ Stephanie D. Miller
Name: Stephanie D. Miller
Title: Attorney-in-fact