

CRISPR Therapeutics AG

Form SC 13D/A

February 13, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a) UNDER THE SECURITIES EXCHANGE  
ACT OF 1934**

**(Amendment No. 2)\***

CRISPR THERAPEUTICS AG

(Name of Issuer)

Common Shares, Par Value CHF 0.03

(Title of Class of Securities)

H17182108

(CUSIP Number)

Victoria A. Whyte

GlaxoSmithKline plc

980 Great West Road

Brentford, Middlesex TW8 9GS

England

Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 9, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* 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 disclosures provided in a prior cover page.

The information required on 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.

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- NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
1. GlaxoSmithKline plc  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)
  2. (a)  
(b)
  3. SEC USE ONLY
  4. SOURCE OF FUNDS (see instructions)
  5. WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
England and Wales

- |                                                                   |     |                          |
|-------------------------------------------------------------------|-----|--------------------------|
|                                                                   | 7.  | SOLE VOTING POWER        |
|                                                                   |     | 3,265,627                |
|                                                                   | 8.  | SHARED VOTING POWER      |
|                                                                   |     | -0-                      |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9.  | SOLE DISPOSITIVE POWER   |
|                                                                   |     | 3,265,627                |
|                                                                   | 10. | SHARED DISPOSITIVE POWER |
|                                                                   |     | -0-                      |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,265,627 (1)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(see instructions)
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.1% (2)
14. TYPE OF REPORTING PERSON (see instructions)

CO

Footnotes:

- (1) Common Shares are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of the Reporting Person.
- (2) Based upon 45,890,954 shares of the Issuer's Common Shares outstanding as of January 9, 2018, upon the closing of the Issuer's offering, as reported in the Issuer's prospectus dated January 4, 2018 (the "Final Prospectus") filed with the Securities and Exchange Commission (the "SEC") on January 5, 2018 pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended (the "Securities Act").

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**Item 1. Security and Issuer.**

This Amendment No. 2 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on October 28, 2016, as subsequently amended by Amendment No. 1 filed on November 7, 2016 (the “Schedule 13D”) with respect to the common shares, par value CHF 0.03 per share (the “Common Shares”), of CRISPR Therapeutics AG, a stock corporation (*Aktiengesellschaft*) organized under the laws of Switzerland (the “Issuer”). GlaxoSmithKline plc is filing this amendment to reflect its new percentage beneficial ownership in the Issuer, which has decreased as a result of an increase in the Issuer’s Common Shares outstanding. The Issuer’s principal executive offices are located at Aeschenvorstadt 36, 4051 Basel, Switzerland. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

**Item 2. Identity and Background.**

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 in its entirety, and replacing it with Schedule 1 attached.

**Item 5.**

**Interest in Securities of the Issuer.**

The response set forth in Items 5 (a) and (b) of the Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

GlaxoSmithKline plc beneficially owns 3,265,627 Common Shares, which represents 7.1% of the 45,890,954 a. Common Shares outstanding based on 45,890,954 Common Shares outstanding as of January 9, 2018, upon the closing of the Issuer’s offering, as reported in the Final Prospectus.

b. GlaxoSmithKline plc has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of all 3,265,627 shares of Common Stock described in Item 5a above.

**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.

Date: February 13, 2018

GLAXOSMITHKLINE PLC

By: /s/ Victoria A. Whyte

Name: Victoria A. Whyte

Title: Authorized Signatory



**SCHEDULE 1**

| Name                       | Business Address                                                  | Principal Occupation or Employment             | Citizenship |
|----------------------------|-------------------------------------------------------------------|------------------------------------------------|-------------|
| <b>Board of Directors</b>  |                                                                   |                                                |             |
| Emma Walmsley              | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Executive Director and Chief Executive Officer | British     |
| Professor Sir Roy Anderson | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                               | British     |
| Manvinder Singh Banga      | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                               | Indian      |
| Dr. Vivienne Cox           | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                               | British     |
| Simon Dingemans            | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Executive Director and Chief Financial Officer | British     |
| Lynn Elsenhans             | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                               | US          |
| Dr. Jesse Goodman          | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                               | US          |
| Dr Laurie Glimcher         | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                               | US          |

|                      |                                                                   |                                           |         |
|----------------------|-------------------------------------------------------------------|-------------------------------------------|---------|
| Sir Philip Hampton   | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Chairman and Company Director             | British |
| Judy Lewent          | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                          | US      |
| Urs Rohner           | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Company Director                          | Swiss   |
| Dr. Hal Barron       | The Navy Yard<br>5 Crescent Drive<br>Philadelphia, PA<br>19112    | Chief Scientific Officer & President, R&D | US      |
| Dr. Patrick Vallance | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Outgoing President, R&D                   | British |

**Corporate Executive Team**

|               |                                                                   |                                                |         |
|---------------|-------------------------------------------------------------------|------------------------------------------------|---------|
| Emma Walmsley | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Executive Director and Chief Executive Officer | British |
| Roger Connor  | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | President, Global Manufacturing & Supply       | Irish   |
| Luc Debruyne  | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | President, Global Vaccines                     | Belgian |

|                  |                                                                   |                                                     |              |
|------------------|-------------------------------------------------------------------|-----------------------------------------------------|--------------|
| Simon Dingemans  | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Executive Director and Chief Financial Officer      | British      |
| Nick Hirons      | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Senior Vice President, Global Ethics and Compliance | British & US |
| Brian McNamara   | 184 Liberty Corner Road<br>Warren<br>NJ, 07059                    | Chief Executive Officer, GSK Consumer Healthcare    | US           |
| David Redfern    | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Chief Strategy Officer                              | British      |
| Karenann Terrell | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Chief Digital and Technology Officer                | US           |
| Claire Thomas    | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | Senior Vice President,<br>Human Resources           | British      |
| Philip Thomson   | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | President, Global Affairs                           | British      |
| Daniel Troy      | The Navy Yard<br>5 Crescent Drive<br>Philadelphia, PA<br>19112    | Senior Vice President & General Counsel             | US           |
| Luke Miels       | 980 Great West Road<br>Brentford<br>Middlesex, England<br>TW8 9GS | President, Global Pharmaceuticals                   | Australian   |
| Dr. Hal Barron   | The Navy Yard<br>5 Crescent Drive<br>Philadelphia, PA<br>19112    | Chief Scientific Officer & President, R&D           | US           |

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Dr. Patrick Vallance      980 Great West Road  
Brentford  
Middlesex, England      Outgoing President, R&D British  
TW8 9GS