

ACCELERON PHARMA INC
Form SC 13D/A
September 25, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Acceleron Pharma Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

00434H108

(CUSIP Number)

Mark J. Alles

Chief Executive Officer

Celgene Corporation

86 Morris Avenue

Summit, New Jersey 07901

(908) 673-9000

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

September 25, 2017

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

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 (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00434H108

Name of reporting person:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

CELGENE CORPORATION

22-2711928

Check the appropriate box if a member of a group*

2 (a) ..

(b) ..

SEC use only

3

Source of funds*

4

WC

Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

..

Citizenship or place of organization

6

Delaware, U.S.A.

Number of Sole voting power

shares 7

beneficially 6,157,458

8 Shared voting power

owned by

each

reporting -0-
person Sole dispositive power
with 9
6,157,458
10 Shared dispositive power

-0-

Aggregate amount beneficially owned by each reporting person

11

6,157,458

Check box if the aggregate amount in Row (9) excludes certain shares*

12

..

Percent of class represented by amount in Row (9)

13

13.87% (1)

Type of reporting person*

14

CO

The percentage ownership is determined based on 44,396,815 shares of Common Stock outstanding after giving effect to (i) the public offering of 5,405,406 shares of Common Stock as set forth in the Issuer's prospectus dated (1) September 21, 2017, (ii) the 5,372,887 shares of Common Stock and 38,979 shares of Common Stock underlying a warrant held by Celgene Corporation prior to the Issuer's public offering, and (iii) 745,592 shares of Common Stock purchased in the Issuer's public offering.

This Amendment No. 5 amends the Schedule 13D (the “**Schedule 13D**”) filed with the Securities and Exchange Commission (the “**Commission**”) on October 3, 2013, as amended by Amendment No. 1 filed with the Commission on January 30, 2014, by Amendment No. 2 filed with the Commission on April 2, 2014, by Amendment No. 3 filed with the Commission on May 5, 2014, and by Amendment No. 4 filed with the Commission on January 11, 2016, with respect to common stock, par value \$0.001 per share (“**Common Stock**”), of Acceleron Pharma Inc., a Delaware corporation (“**Acceleron**”). Capitalized terms used, but not defined herein, have the meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

No modification.

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented by adding the Schedule A hereto. During the past five years, neither Celgene nor, to the knowledge of Celgene, any of the persons listed on Schedule A hereto, has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors), or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

No modification.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following:

On September 25, 2017, Celgene purchased an aggregate of 745,592 shares of Common Stock in Acceleron’s public offering of 5,405,406 shares of Common Stock for an aggregate purchase price of \$27,586,904 for investment purposes. Following this purchase, Celgene beneficially owns 6,157,458 shares of Common Stock (including 38,979 shares of Common Stock underlying the Warrant that is exercisable immediately), representing approximately 13.87%

of the shares of Common Stock outstanding as of September 25, 2017, which includes (i) 44,357,836 shares of Common Stock outstanding as of September 25, 2017 according to the Issuer's prospectus dated September 21, 2017, and (ii) 38,979 shares of Common Stock underlying the Warrant held by Celgene Corporation that is exercisable immediately.

Item 5. Interest in Securities of the Issuer.

Item 5(a)-(c) is hereby amended and supplemented as follows:

On September 25, 2017, Celgene purchased an aggregate of 745,592 shares of Common Stock in Acceleron's public offering of 5,405,406 shares of Common Stock for an aggregate purchase price of \$27,586,904 for investment purposes. Following this purchase, Celgene beneficially owns 6,157,458 shares of Common Stock (including 38,979 shares of Common Stock underlying the Warrant that is exercisable immediately), representing approximately 13.87% of the shares of Common Stock outstanding as of September 25, 2017, which includes (i) 44,357,836 shares of Common Stock outstanding as of September 25, 2017 according to the Issuer's prospectus dated September 21, 2017, and (ii) 38,979 shares of Common Stock underlying the Warrant held by Celgene Corporation that is exercisable immediately.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No modification.

Item 7. Material to Be Filed as Exhibits.

No modification.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

September 25, 2017

CELGENE CORPORATION

By: /s/ Peter N. Kellogg
Peter N. Kellogg
Executive Vice President and Chief Financial Officer

SCHEDULE A

Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of Celgene Corporation

The name, business address and present principal occupation or employment of each of the directors and executive officers of the Celgene Corporation are set forth below. The business address of each director and executive officer is c/o 86 Morris Avenue, Summit, New Jersey 07901. Unless otherwise indicated, each director and executive officer is a citizen of the United States.

CELGENE CORPORATION — BOARD OF DIRECTORS

Name And Position	Present Principal Occupation Or Employment
Robert J. Hugin Executive Chairman	Executive Chairman of Celgene Corporation
Mark J. Alles Chief Executive Officer	Chief Executive Officer of Celgene Corporation
Richard W. Barker, D.Phil. Director (Citizen of the United Kingdom)	Director of the Centre for Accelerating Medical Innovations; Chairman of the Health Innovation Network of South London, UK; Chairman of International Health Partners; Chairman of Precision Medicine Catapult plc
Michael W. Bonney Director	Formerly Chief Executive Officer and a director of Cubist Pharmaceuticals Inc.; Chairman of the Board of Alynlylam Pharmaceuticals, Inc.; member of the Board of Directors of Global Blood Therapeutics, Inc.; Trustee of the Tekla complex of life sciences and dedicated funds; Board of Trustee Chair of Bates College
Michael D. Casey Director	Formerly Chairman, President, Chief Executive Officer and a director of Matrix Pharmaceutical, Inc.; Director of Abaxis, Inc.
Carrie S. Cox Director	Chairman of the Board of Directors and Chief Executive Officer of Humacyte, Inc.; member of Board of Directors of Texas Instruments; member of Board of Directors of Cardinal Health, Inc.

Michael A. Friedman, M.D.

Director

Emeritus Chief Executive Officer of City of Hope; member of Board of Directors of MannKind Corporation; member of Board of Directors of Smith & Nephew plc; member of the Board of Directors of Intuitive Surgical Inc.; member of Board of Trustees of Tulane University

Julia A. Haller, M.D.

Director

Ophthalmologist-in-Chief of the Wills Eye Hospital, Philadelphia, PA; Professor and Chair of the Department of Ophthalmology at Jefferson Medical College of Thomas Jefferson University and Thomas Jefferson University Hospitals

Gilla Kaplan, Ph.D.

Director

Director of the Global Health Program, Tuberculosis, at the Bill and Melinda Gates Foundation

James J. Loughlin

Director

Formerly National Director of the Pharmaceuticals Practice at KPMG LLP; member of Board of Directors of Edge Therapeutics, Inc.

Ernest Mario, Ph.D.

Director

Chairman of the Board of each of Capnia, Inc. and Chimerix Inc.; member of the Board of Directors of Tonix Pharmaceutical Holding Corp.

CELGENE CORPORATION — EXECUTIVE OFFICERS

Name	Title
Robert J. Hugin	Executive Chairman
Mark. J. Alles	Chief Executive Officer
Scott A. Smith	President and Chief Operating Officer
Peter N. Kellogg	Executive Vice President and Chief Financial Officer
Gerald Masoudi	Executive Vice President, General Counsel and Corporate Secretary
Nadim Ahmed	President, Hematology & Oncology
Terrie Curran	President, Inflammation & Immunology
Rupert Vessey	President, Research and Early Development