

CRISPR Therapeutics AG

Form 4

October 26, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GLAXOSMITHKLINE PLC

(Last) (First) (Middle)

980 GREAT WEST ROAD

(Street)

BRENTFORD,
MIDDLESEX,, X0 TW8 9GS

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CRISPR Therapeutics AG [CRSP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	10/24/2016		C		2,942,560	A	<u>(3)</u>	2,942,560	I	See explanation of responses <u>(2)</u>
Common Shares	10/24/2016		C		211,567	A	<u>(3)</u>	3,154,127	I	See explanation of responses <u>(2)</u>
Common Shares	10/24/2016		<u>P(1)</u>		66,500	A	<u>\$ 14 (1)</u>	3,220,627	I	See explanation of responses <u>(2)</u>

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

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(9-02)

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

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 or Number of Shares
Series A-3 Preferred Shares	(3)	10/24/2016		C		2,942,560		(3)	(4)	Common Shares	2,942,560
Series B Preferred Shares	(3)	10/24/2016		C		211,567		(3)	(4)	Common Shares	211,567

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD, MIDDLESEX,, X0 TW8 9GS	X

Signatures

/s/ Simon
Dingemans 10/26/2016

Signature of Date
Reporting Person

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) On October 24, 2016, S.R. One, Limited ("S.R. One") acquired 66,500 common shares of the Issuer ("Common Shares") at a price of \$14.00 per share in connection with the Issuer's initial public offering.
- (2) The shares reported herein are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline plc (the "Reporting Person").

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- (3) On October 24, 2016, the Series A-3 Preferred Shares and the Series B Preferred Shares converted automatically into Common Shares on a one-for-one basis, upon closing of the Issuer's initial public offering
- (4) Not applicable.

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

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