

CRISPR Therapeutics AG
 Form 4
 October 26, 2016

FORM 4

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

OMB APPROVAL

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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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 10/24/2016 | | C | 2,942,560 A (3) | 2,942,560 | I | See explanation of responses (2) |
| Common Shares | 10/24/2016 | | C | 211,567 A (3) | 3,154,127 | I | See explanation of responses (2) |
| Common Shares | 10/24/2016 | | P(1) | 66,500 A \$ 14 (1) | 3,220,627 | I | See explanation of responses (2) |

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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 Reporting Person Date

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