

ACCELERON PHARMA INC  
Form SC 13D/A  
April 02, 2014

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Acceleron Pharma Inc.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value**

**(Title of Class of Securities)**

**00434H108**

**(CUSIP Number)**

**Robert J. Hugin**

**Chairman of the Board,**

**President and 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)**

**April 2, 2014**

**(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**

1 NAME OF REPORTING PERSON:

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

CELGENE CORPORATION

22-2711928

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, U.S.A.

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -3,511,866-

8 SHARED VOTING POWER

OWNED BY

EACH

-0-

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH -3,511,866-  
10 SHARED DISPOSITIVE POWER

11 -0-  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 3,511,866  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14 11.3% (1)  
TYPE OF REPORTING PERSON\*

CO

(1) The percentage ownership is based on 31,199,253 shares of Common Stock outstanding as of January 31, 2014, which includes (i) 31,160,274 shares of Common Stock outstanding as of January 31, 2014, and (ii) 38,979 shares of Common Stock underlying a warrant held by Celgene Corporation that is exercisable immediately.

This Amendment No. 2 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 Celgene Corporation ( **Celgene** ) 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.**

No modification.

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

No modification.

**Item 4. Purpose of Transaction.**

No modification.

**Item 5. Interest in Securities of the Issuer.**

No modification.

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

Item 6 is hereby amended and supplemented by adding the following:

On April 2, 2014, Celgene entered into stock purchase agreements individually with five current stockholders of Acceleron: Advanced Technology Ventures, Flagship Ventures, Polaris Venture Partners, Venrock, and Alkermes Inc., all of whom invested in Acceleron prior to its initial public offering. Pursuant to these agreements, Celgene agreed to purchase an aggregate of 1.1 million shares of Common Stock for an aggregate purchase price of \$47,146,000. The closings of the transactions are subject to customary closing conditions, including expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in the United States. Immediately following the closings, Celgene expects to beneficially own approximately 14.8% of the outstanding shares of Common Stock.

**Item 7. Material to Be Filed as Exhibits.**

Item 7 is hereby amended and supplemented by adding the following:

Exhibit 9 Form of Stock Purchase Agreement

**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.

April 2, 2014

CELGENE CORPORATION

By: /s/ Jacquelyn A. Fouse  
Jacquelyn A. Fouse  
Executive Vice President and

Chief Financial Officer