

ACCELERON PHARMA INC
Form SC 13D/A
January 30, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

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)

January 28, 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 8 Shared voting power
-3,511,866-

owned by

each

reporting 9 Sole dispositive power
-0-

person

with -3,511,866-
10 Shared dispositive power

-0-
11 Aggregate amount beneficially owned by each reporting person

3,511,866
12 Check box if the aggregate amount in Row (9) excludes certain shares* ..

13 Percent of class represented by amount in Row (9)

11.3% (1)
14 Type of reporting person*

CO

(1) The percentage ownership is based on 31,197,161 shares of Common Stock outstanding as of January 28, 2014, which includes (i) 31,158,182 shares of Common Stock outstanding as of January 28, 2014, and (ii) 38,979 shares of Common Stock underlying a warrant held by Celgene Corporation that is exercisable immediately.

This Amendment No. 1 amends the Schedule 13D (the **Schedule 13D**) filed with the Securities and Exchange Commission on October 3, 2013 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.

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

On January 28, 2014, Acceleron completed its underwritten public offering (the **Offering**) of 2,760,000 shares of Common Stock at a public offering price of \$50.00 per share, and Celgene purchased (the **Purchase**) 300,000 shares of Common Stock at a purchase price of \$50.00 per share in the Offering. Following the Offering and the Purchase, Celgene beneficially owns 3,511,866 shares of Common Stock (including 38,979 shares of Common Stock underlying the Warrant that is exercisable immediately), representing approximately 11.3% of the shares of Common Stock outstanding as of January 28, 2014, which includes (i) 31,158,182 shares of Common Stock outstanding as of January 28, 2014, and (ii) 38,979 shares of Common Stock underlying the Warrant that is exercisable immediately.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented as follows:

On January 28, 2014, Acceleron completed the Offering and Celgene completed the Purchase. Following the Offering and the Purchase, Celgene beneficially owns 3,511,866 shares of Common Stock (including 38,979 shares of Common Stock underlying the Warrant that is exercisable immediately), representing approximately 11.3% of the shares of Common Stock outstanding as of January 28, 2014, which includes (i) 31,158,182 shares of Common Stock outstanding as of January 28, 2014, and (ii) 38,979 shares of Common Stock underlying the Warrant 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.

None.

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.

January 29, 2014

CELGENE CORPORATION

By: /s/ Perry Karsen
Perry Karsen
Executive Vice President and Chief
Operations Officer