

ALLIQUA BIOMEDICAL, INC.

Filed by
CELGENE CORP /DE/

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 06/27/17

Address	1010 STONY HILL ROAD SUITE 200 YARDLEY, PA 19067
Telephone	215-702-8550
CIK	0001054274
Symbol	ALQA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

**Alliqua BioMedical, Inc.
(Name of Issuer)**

**Common Stock, \$0.001 par value
(Title of Class of Securities)**

**019621200
(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)

**June 23, 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. 019621200		
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) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 9,025,194 (1)
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 9,025,194 (1)
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,025,194 (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 18.8% (2)	
14	TYPE OF REPORTING PERSON* CO	

- (1) Includes 8,046,100 shares of Common Stock and 979,094 shares of Common Stock underlying warrants that are exercisable immediately .
- (2) The percentage ownership is based on 47,959,371 shares of Common Stock outstanding as of June 23, 2017, which includes (i) 45,975,994 shares of Common Stock outstanding as reported by Alliqua BioMedical, Inc. in its Quarterly Report on Form 10-Q filed with the Commission on May 9, 2017, (ii) 1,004,283 shares of Common Stock issued by Alliqua BioMedical, Inc. on June 23, 2017 as reported by Alliqua BioMedical, Inc. in its Current Report on Form 8-K filed with the Commission on June 23, 2017, and (iii) 979,094 shares of Common Stock underlying warrants held by Celgene Corporation that are exercisable immediately.

This Amendment No. 8 amends the Schedule 13D (the “ **Schedule 13D** ”) filed with the Securities and Exchange Commission (the “ **Commission** ”) on November 27, 2013, as amended by Amendment No. 1 filed with the Commission on March 7, 2014, Amendment No. 2 filed with the Commission on April 15, 2014, Amendment No. 3 filed with the Commission on May 4, 2015, Amendment No. 4 filed with the Commission on March 1, 2017, Amendment No. 5 filed with the Commission on March 16, 2017, Amendment No. 6 filed with the Commission on March 29, 2017, and Amendment No. 7 filed with the Commission on April 13, 2017, by Celgene Corporation (“ **Celgene** ”) with respect to common stock, par value \$0.001 per share (“ **Common Stock** ”), of Alliqua BioMedical, Inc., a Delaware corporation (“ **Alliqua** ”). 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, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, 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:

Pursuant to the Securities Purchase Agreement’s “most-favored nation” provision and subject to the Side Letter, on June 23, 2017, following Alliqua shareholders’ approval on such date of (a) the issuance of more than 19.9% of the outstanding shares of Common Stock (measured as of February 27, 2017) pursuant to the “most favored nation” provision of the Securities Purchase Agreement in accordance with NASDAQ Stock Market Rule 5635(d) and (b) the issuance of shares of Common Stock upon exercise of certain warrants to purchase shares of the Common Stock issued by Alliqua to Celgene on November 18, 2013 and on April 14, 2014, which issuance may result in a change of control of the Company, in accordance with NASDAQ Stock Market Rule 5635(b) (such approvals, the “Shareholder Approvals”), Alliqua issued 703,723 additional shares of Common Stock to Celgene (the “Additional MFN Shares”).

Item 5. Interest in Securities of the Issuer .

Item 5(a)-(c) is hereby amended and supplemented by adding the following:

Following the Shareholder Approvals and the issuance of the Additional MFN Shares, Celgene beneficially owns 9,025,194 shares of Common Stock (including 979,094 shares of Common Stock underlying warrants that are exercisable immediately), representing approximately 18.8% of the shares of Common Stock outstanding as of Jun 23, 2017.

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.

June 27, 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 the Reporting Person

The name, business address and present principal occupation or employment of each of the directors and executive officers of the Reporting Person 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

<u>Name and Position</u>	<u>Present Principal Occupation or Employment</u>
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 Alynlyam 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 each 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
Michael Pehl	President, Hematology & Oncology
Rupert Vessey	President, Research and Early Development
Terrie Curran	President, Inflammation & Immunology
