

SEATTLE GENETICS INC /WA
Form 4
March 08, 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 *
BAKER FELIX

2. Issuer Name and Ticker or Trading Symbol
SEATTLE GENETICS INC /WA [SGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE, 21ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2016

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

(Street)
NEW YORK, NY US 10065

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Stock					107,511 ⁽¹⁾	D				
Common Stock					107,504 ⁽²⁾	D				
Common Stock	03/04/2016		P		4,496	A	\$ 31.682 ⁽³⁾	4,225,864	I	See footnotes ⁽⁴⁾ ⁽¹⁷⁾
Common Stock	03/04/2016		P		41,104	A	\$ 31.682 ⁽³⁾	36,408,912	I	See footnotes ⁽⁵⁾ ⁽¹⁷⁾

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Common Stock	03/04/2016	P	23,908	A	\$ <u>(6)</u>	32.4927	4,249,772	I	See Footnotes <u>(4)</u> <u>(17)</u>
Common Stock	03/04/2016	P	218,550	A	\$ <u>(6)</u>	32.4927	36,627,462	I	See footnotes <u>(5)</u> <u>(17)</u>
Common Stock	03/07/2016	P	4,597	A	\$ <u>(7)</u>	33.6757	4,254,369	I	See footnotes <u>(4)</u> <u>(17)</u>
Common Stock	03/07/2016	P	40,921	A	\$ <u>(7)</u>	33.6757	36,668,383	I	See footnotes <u>(5)</u> <u>(17)</u>
Common Stock	03/07/2016	P	1,590	A	\$ <u>33.725</u> <u>(8)</u>		4,255,959	I	See footnotes <u>(4)</u> <u>(17)</u>
Common Stock	03/07/2016	P	14,157	A	\$ <u>33.725</u> <u>(8)</u>		36,682,540	I	See footnotes <u>(5)</u> <u>(17)</u>
Common Stock	03/08/2016	M	10,000	A	\$ 4.18		4,265,959	I	See footnotes <u>(9)</u> <u>(12)</u> <u>(13)</u> <u>(17)</u>
Common Stock	03/08/2016	M	10,000	A	\$ 4.18		36,692,540	I	See footnotes <u>(10)</u> <u>(12)</u> <u>(14)</u> <u>(17)</u>
Common Stock	03/08/2016	P	5,504	A	<u>(15)</u>		4,271,463	I	See footnotes <u>(13)</u> <u>(17)</u>
Common Stock	03/08/2016	P	48,996	A	<u>(15)</u>		36,741,536	I	See footnotes <u>(14)</u> <u>(17)</u>
Common Stock	03/08/2016	P	9,968	A	<u>(16)</u>		4,281,431	I	See footnotes <u>(13)</u> <u>(17)</u>
Common Stock	03/08/2016	P	88,732	A	<u>(16)</u>		36,830,268	I	See footnotes <u>(14)</u> <u>(17)</u>

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

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Options (right to buy)	\$ 4.18	03/08/2016		M	10,000	05/18/2007	05/18/2016	Common Stock	10
Non-Qualified Stock Options (right to buy)	\$ 4.18	03/08/2016		M	10,000	05/18/2007	05/18/2016	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		
Baker Bros. Advisors (GP) LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X	X		
BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		
667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065	X	X		
Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	X	X		

Signatures

/s/ Felix J. Baker	03/08/2016
__Signature of Reporting Person	Date
/s/ Julian C. Baker	03/08/2016
__Signature of Reporting Person	Date
By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/08/2016
__Signature of Reporting Person	Date
By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/08/2016
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing	03/08/2016
__Signature of Reporting Person	Date
Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P. Name: Scott L. Lessing /s/ Scott L. Lessing	03/08/2016
__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) Reflects shares of common stock of Seattle Genetics, Inc. (the "Issuer") held directly by Felix J. Baker.
- (2) Reflects shares of common stock of the Issuer held directly by Julian C. Baker.
- (3) The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$31.58 to \$31.69, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.
- (4) After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 10,700 restricted stock units payable solely in common shares issued to Felix Baker in his capacity as a director of the Issuer pursuant to the Amended and Restated 2007 Equity Incentive Plan of which the fund may be deemed to own a portion and 20,000 shares received previously from exercise of 20,000 stock options of the Issuer that were issued to Felix J. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.
- (5) After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences" and together with 667, the "Funds"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. Includes beneficial ownership of 10,700 restricted stock units payable solely in common shares issued to Felix Baker in his capacity as a director of the Issuer pursuant to the Amended and Restated 2007 Equity Incentive Plan of which the fund may be deemed to own a portion and 20,000 shares received

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previously from exercise of 20,000 stock options of the Issuer that were issued to Felix J. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

(6) The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$32.21 to \$32.68, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

(7) The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$33.56 to \$33.75, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

(8) The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$33.48 to \$33.75, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

(9) As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 10,000 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. The policy of the Funds and the Adviser (defined below), does not permit employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer. The shares of common stock were received upon exercise of 10,000 stock options that were issued to Felix J. Baker in his capacity as a director of the Issuer. Felix J. Baker, pursuant to the policies of the Adviser, does not have any right to the pecuniary interest in the stock options issued for his service on the Board or the shares of common stock received upon exercise of such stock options. Each of the Funds owns an indirect proportionate pecuniary interest in the shares of common stock received upon exercise of the stock options issued in connection with Felix J. Baker's service on the Board less the exercise cost of those options. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares issued upon exercise of the stock options (i.e. no direct pecuniary interest).

(10) As a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 10,000 shares of Common Stock of the Issuer received upon the exercise of stock options of the Issuer held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. The policy of the Funds and the Adviser (defined below), does not permit employees or principals of the Adviser to receive compensation for serving as Directors of the Issuer. The shares of common stock were received upon exercise of 10,000 stock options that were issued to Felix J. Baker in his capacity as a director of the Issuer. Felix J. Baker, pursuant to the policies of the Adviser, does not have any right to the pecuniary interest in the stock options issued for his service on the Board or the shares of common stock received upon exercise of such stock options. Each of the Funds owns an indirect proportionate pecuniary interest in the shares of common stock received upon exercise of the stock options issued in connection with Felix J. Baker's service on the Board less the exercise cost of those options. Solely as a result of their ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the shares issued upon exercise of the stock options (i.e. no direct pecuniary interest).

(11) Pursuant to Instruction 4(c)(iii), this response has been left blank.

(12) The disclosure of the exercise of directors options for shares of common stock reported on this form is a single exercise of 10,000 shares. The 10,000 shares is reported for each of the Funds as each has an indirect pecuniary interest.

(13) After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667. Includes beneficial ownership of 10,700 restricted stock units payable solely in common shares issued to Felix Baker in his capacity as a director of the Issuer pursuant to the Amended and Restated 2007 Equity Incentive Plan of which the fund may be deemed to own a portion and 30,000 shares, 20,000 of which were received previously, from exercise of 30,000 stock options of the Issuer that were issued to Felix J. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

(14) After giving effect to the transactions reported herein, and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Life Sciences, a limited partnership of which the sole general partner

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is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences. Includes beneficial ownership of 10,700 restricted stock units payable solely in common shares issued to Felix Baker in his capacity as a director of the Issuer pursuant to the Amended and Restated 2007 Equity Incentive Plan of which the fund may be deemed to own a portion and 30,000 shares, 20,000 of which were received previously, from exercise of 30,000 stock options of the Issuer that were issued to Felix J. Baker in his capacity as a director of the Issuer, of which the fund may be deemed to own a portion.

(15) The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$32.10 to \$32.23, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

(16) The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$32.00 to \$32.20, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

(17) Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:

Felix J. Baker is a director of Seattle Genetics, Inc. (the "Issuer"). By virtue of his representation on the Board of Directors of f

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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