

Onconova Therapeutics, Inc.
 Form 3
 May 08, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Baxalta GmbH (Last) (First) (Middle) THURGAUERSTRASSE 130 (Street) GLATTPARK (OPFIKON), V 8 8152 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 05/06/2015 | 3. Issuer Name and Ticker or Trading Symbol Onconova Therapeutics, Inc. [ONTX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,603,295 | D <u>(1)</u> <u>(2)</u> | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Baxalta GmbH THURGAUERSTRASSE 130 GLATTPARK (OPFIKON), V8 8152 | Â | Â X | Â | Â |
| Baxalta Inc ONE BAXTER PARKWAY, DF2-1W DEERFIELD, IL 60015 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Stephanie D. Miller, on behalf of Baxalta GmbH | 05/08/2015 |
| **Signature of Reporting Person | Date |
| /s/ Stephanie D. Miller, on behalf of Baxalta Incorporated | 05/08/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 In preparation for the anticipated spin-off by Baxter International Inc. ("Baxter") of Baxalta Incorporated ("Baxalta"), the reported securities were transferred from Baxter Healthcare SA, an indirectly wholly-owned subsidiary of Baxter to its affiliate Baxalta GmbH,
 - (1) which is also an indirect wholly-owned subsidiary of Baxter. In preparation for the anticipated spin-off, Baxter and Baxalta are engaging in a series of reorganization transactions, including the transfer of reported shares, which are anticipated to result in Baxalta GmbH becoming an indirect wholly-owned subsidiary of Baxalta.
 - (2) The reported securities are beneficially owned by Baxalta GmbH and may be deemed to be or become indirectly beneficially owned by Baxalta as a result of the reorganization transactions in preparation for the anticipated spin-off.

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.