

Alliqua BioMedical, Inc.
 Form 4
 April 13, 2017

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 *
 CELGENE CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
 Alliqua BioMedical, Inc. [ALQA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 86 MORRIS AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/11/2017

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

SUMMIT, NJ 07901
 (City) (State) (Zip)

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

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)
Common Stock	04/11/2017		J(1)(2)(3)	V	296,277 A \$ 0 7,342,377	D	

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.

SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901		X		

Signatures

/s/ Peter N. Kellogg, Executive Vice President and Chief Financial Officer 04/13/2017

__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).
- Pursuant to a Securities Purchase Agreement (the "Securities Purchase Agreement"), dated February 27, 2017, with the Issuer, the Reporting Person purchased in a private placement (the "Private Placement") 4,000,000 shares of Common Stock at a purchase price of \$0.50 per share (the "Per Share Purchase Price"). The Securities Purchase Agreement contains a "most-favored nation" provision that
- (1) provides that if the Issuer, during 120 days from February 27, 2017, issues or sells any Common Stock or Common Stock equivalents reasonably believed to be more favorable in terms or conditions than the Private Placement, the Issuer must amend the terms of the Securities Purchase Agreement to give the Private Placement investors, including the Reporting Person, the benefit of such more favorable terms or conditions.
- In accordance with this provision, effective as of April 11, 2017, following a public offering of Common Stock at a purchase price of \$0.40 per share (the "Public Offering Price") on April 3, 2017, the Issuer adjusted the Per Share Purchase Price to the Public Offering
- (2) Price, and is required to issue additional shares of Common Stock to the Private Placement investors, including the Reporting Person, which issuance is subject to stockholder approval as may be required by the applicable rules and regulations of the NASDAQ Capital Market and certain side letter agreement, dated March 13, 2017, between the Issuer and the Reporting Person (the "Side Letter").
- Pursuant to the Securities Purchase Agreement and subject to the Side Letter, on April 11, 2017, the Issuer issued 296,277 shares of Common Stock to the Reporting Person (the "MFN Shares"), and will issue 703,723 additional shares of Common Stock to the Reporting
- (3) Person if the Issuer obtains stockholder approval as may be required by the applicable rules and regulations of the NASDAQ Capital Market.

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.