

Baxalta Inc  
Form SC 13G/A  
May 27, 2016

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

**SCHEDULE 13G**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**  
**(AMENDMENT NO. 1 EXIT FILING\*)**

**BAXALTA INCORPORATED**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**07177M103**

**(CUSIP Number)**

**May 26, 2016**

**(Date of Event which requires filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- .. Rule 13d-1(b)
- .. Rule 13d-1(c)
- x Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be filed for 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).

- \* The Reporting Person has determined to voluntarily file this exit Amendment at this time prior to the required deadline after the end of the calendar year.

1. NAME OF REPORTING PERSON

Baxter International Inc.

2. IRS IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 0 (See Item 4)  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 (See Item 4)  
8. SHARED DISPOSITIVE POWER

WITH:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (See Item 4)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

0.00% (See Item 4)

12. TYPE OF REPORTING PERSON

CO

This Amendment No. 1 (this Amendment ) amends the statement on Schedule 13G filed on February 12, 2016 with respect to Common Stock of Baxalta Incorporated. This Amendment amends and restates Items 4 and 5 in their entirety as set forth below.

Item 4. Ownership

Reference is made to Items 5-9 and 11 of page 2 of this Schedule, which Items are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 27, 2016

BAXTER INTERNATIONAL INC.

By: /s/ Ellen K. McIntosh

Names: Ellen K. McIntosh

Its: Corporate Vice President, Associate General  
Counsel & Corporate Secretary