

Baxalta Inc
 Form 4
 July 02, 2015

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 *
BAXTER INTERNATIONAL INC

(Last) (First) (Middle)

ONE BAXTER PARKWAY

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Baxalta Inc [BHLT]

3. Date of Earliest Transaction
 (Month/Day/Year)
06/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	06/30/2015		J ⁽¹⁾		676,424,102	A	\$ 0
					676,424,202	D	
Common Stock, par value \$0.01 per share	07/01/2015		J ⁽²⁾		544,521,483	D	\$ 0
					131,902,719	D	

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

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(9-02)

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAXTER INTERNATIONAL INC ONE BAXTER PARKWAY DEERFIELD, IL 60015		X		

Signatures

/s/ David P. Scharf, Corporate Vice President, Corporate Secretary and General Counsel of Baxter International Inc.

07/02/2015

__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) Prior to June 30, 2015, Baxter International Inc. ("Baxter") owned 100 shares of the outstanding common stock of Baxalta International ("Baxalta") (mistakenly reported as 5,000 shares on Baxter's Form 3 filed June 9, 2015), which represented 100% of Baxalta's issued and outstanding common stock. Solely as a result of the 6,764,242.02 -for-1 stock split that was effected pursuant to a Certificate of Amendment to the Certificate of Incorporation of Baxalta filed with the Secretary of State of the State of Delaware on June 30, 2015, the 100 shares owned by the Reporting Person were split into and became an aggregate of 676,424,202 shares. The receipt of common stock in the split was exempt pursuant to Rule 16a-9 under the Securities Exchange Act of 1934.
- (2) On July 1, 2015, Baxter made a pro rata distribution of approximately 80.5% percent of Baxalta's common shares held by it to Baxter's shareholders of record as of June 17, 2015. Additional information about the distribution can be found in Baxalta's filings with the Securities and Exchange Commission, including a registration statement on Form 10.

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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