

Cellular Biomedicine Group, Inc.
Form SC 13G
September 28, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

Cellular Biomedicine Group, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

15117P102

(CUSIP Number)

September 26, 2018

(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)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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

CUSIP No. 98419J206

1. Names of Reporting Persons.
Novartis Pharma AG

Check the Appropriate Box if

2. a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only
Citizenship or Place of

4. Organization

Switzerland

Number of Shares Sole Voting Power

of 0

Number of Shares Beneficially Voting Power

by 1,458,257

Number of Shares Sole Dispositive Power

by 0

Each

Number of Shares Shared Dispositive Power

Person 1,458,257

With:

Aggregate Amount

9. Beneficially Owned by Each

Reporting Person

1,458,257

Check if the Aggregate

10. Amount in Row (9) Excludes

Certain Shares (See

Instructions)

Percent of Class Represented

11. by Amount in Row (9)

7.9¹

Type of Reporting Person

12. (See Instructions)

CO

¹ This percentage is calculated based on 16,962,004 shares of the Issuer's Common Stock outstanding as of August 1, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, as filed with the Securities and Exchange Commission on August 7, 2018, plus the 1,458,257 shares acquired by the Reporting

Persons on September 26, 2018.

CUSIP No. 98419J206

1. Names of Reporting Persons.
Novartis AG

2. Check the Appropriate Box if
a Member of a Group (See
Instructions)

- (a)
- (b)
3. SEC Use Only
Citizenship or Place of
4. Organization
Switzerland

Number of Shares with Sole Voting Power
of 0

Number of Shares with Sole Dispositive Power
by 1,458,257

Number of Shares with Sole Dispositive Power
by 0

Number of Shares with Shared Dispositive Power
by 1,458,257

With:

- Aggregate Amount
- Beneficially Owned by Each
9. Reporting Person
1,458,257

- Check if the Aggregate
- Amount in Row (9) Excludes
10. Certain Shares (See
Instructions)

- Percent of Class Represented
11. by Amount in Row (9)

7.91
Type of Reporting Person

12. (See Instructions)
CO

Item 1.

(a) Name of Issuer:

Cellular Biomedicine Group, Inc. (the "Issuer").

(b) Address of Issuer's Principal Executive Offices

19925 Stevens Creek Blvd., Suite 100, Cupertino, California 95014

Item 2.

(a) Name of Person Filing:

This Schedule 13G is filed by Novartis Pharma AG and Novartis AG. Novartis Pharma AG is the record holder of 1,458,257 shares of common stock of the Issuer. As the parent of Novartis Pharma AG, Novartis AG may be deemed to beneficially own these shares. Novartis Pharma AG and Novartis AG are together referred to herein as the "Reporting Persons." The Reporting Persons have entered into a Joint Filing Agreement, dated September 28, 2018, a copy of which is filed with this Schedule 13G as Exhibit B, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

(b) Address or Principal Business Office or, if None, Residence:

The address of the principal business office of each of Novartis Pharma AG and Novartis AG is Lichtstrasse 35, 4056 Basel, Switzerland.

(c) Citizenship

Novartis AG and Novartis Pharma AG are each corporations organized under the laws of Switzerland.

(d) Title of Class of Securities

Common Stock, \$0.001 par value

(e) CUSIP Number

15117P102

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
Item 3. a:

Not applicable.

Item 4. Ownership.

Novartis Pharma AG

(a) Amount beneficially owned: 1,458,257

(b) Percent of class: 7.9%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or to direct the vote: 1,458,257

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose or to direct the disposition of: 1,458,257

Novartis AG

(d) Amount beneficially owned: 1,458,257

(e) Percent of class: 7.9%

(f) Number of shares as to which the person
has:

(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or to direct the vote: 1,458,257

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose or to direct the disposition of: 1,458,257

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 of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By
the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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.

Date: September 28, 2018

NOVARTIS PHARMA AG

By: /s/ J. B. Emery

Name: J. B. Emery

Title: Authorized Signatory

By: /s/ M. Morawietz

Name: M. Morawietz

Title: Authorized Signatory

NOVARTIS AG

By: /s/ K. Roth Pellenda

Name: K. Roth Pellenda

Title: Authorized Signatory

By: /s/ F. Eichhorn

Name: F. Eichhorn

Title: Authorized Signatory

EXHIBIT INDEX

Exhibit Description

A Evidence of Signature Authority

B Joint Filing Agreement dated September 28, 2018

EXHIBIT A

EVIDENCE OF SIGNATURE AUTHORITY

Excerpt from Commercial Register of Novartis Pharma AG:

Excerpt from Commercial Register of Novartis AG:

EXHIBIT B

JOINT FILING AGREEMENT

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

The undersigned hereby further agree that this Joint Filing Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

Date: September 28, 2018
NOVARTIS PHARMA AG

By: /s/ J. B. Emery
Name: J. B. Emery
Title: Authorized Signatory

By: /s/ M. Morawietz
Name: M. Morawietz
Title: Authorized Signatory

NOVARTIS AG

By: /s/ K. Roth Pellenda
Name: K. Roth Pellenda
Title: Authorized Signatory

By: /s/ F. Eichhorn
Name: F. Eichhorn
Title: Authorized Signatory