

CELL THERAPEUTICS INC

Form 3

November 25, 2013

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 *

Baxter Healthcare SA

(Last) (First) (Middle)

THURGAUERSTRASSE 130

(Street)

GLATTPARK

(OPFIKON), V8 8152

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/15/2013

3. Issuer Name and Ticker or Trading Symbol
CELL THERAPEUTICS INC [CTIC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)

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
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration
Exercisable Date

Title Amount or
Number of
Shares

Series 19 Preferred Stock \hat{A} ⁽¹⁾ \hat{A} ⁽¹⁾ Common Stock 15,673,981 \$ 1.914 ⁽²⁾ D ⁽³⁾ \hat{A}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baxter Healthcare SA THURGAUERSTRASSE 130 GLATTPARK (OPFIKON), \hat{A} V8 \hat{A} 8152	\hat{A}	\hat{A} X	\hat{A}	\hat{A}
BAXTER INTERNATIONAL INC ONE BAXTER PARKWAY, DF2-1W DEERFIELD, \hat{A} IL \hat{A} 60015	\hat{A}	\hat{A} X	\hat{A}	\hat{A}

Signatures

/s/ Stephanie D. Miller, on behalf of Baxter Healthcare SA 11/25/2013

 **Signature of Reporting Person

Date

/s/ David P. Scharf, on behalf of Baxter International Inc. 11/25/2013

 **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).

- (1) The 30,000 shares of Series 19 Preferred Stock acquired by the reporting persons are convertible into shares of the Issuer's common stock at any time at the holder's election, and are automatically convertible under certain circumstances but no later than December 15, 2013.
- (2) Each share of Series 19 Preferred Stock is convertible at a rate determined by dividing the stated value of each preferred share, which is initially \$1,000, by the conversion price of \$1.914 per common share.
- (3) The reported securities are owned directly by Baxter Healthcare SA, which is an indirect wholly-owned subsidiary of Baxter International Inc. Baxter International Inc. is an indirect beneficial owner of the reported securities.

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.