

KYTO BIOPHARMA INC
 Form 4
 October 02, 2014

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 *
MEDAREX INC

2. Issuer Name and Ticker or Trading Symbol
KYTO BIOPHARMA INC [KBPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2014

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

NEW YORK, NY 10154

(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 Ownership: Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/30/2014		J ⁽¹⁾	1,300,000	D <u>(1)</u> 0 <u>(1)</u>	D <u>(1)</u>	

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

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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
MEDAREX INC 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

Medarex, L.L.C. (formerly known as Medarex, Inc.), By: /s/ Katherine R. Kelly, Secretary 10/02/2014

__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).
- Medarex, L.L.C. ("Medarex") is a wholly-owned subsidiary of Bristol-Myers Squibb Company ("BMS"). On September 30, 2014, as part of an internal reorganization, Medarex was merged into E.R. Squibb & Sons, L.L.C. ("ERS"), another wholly-owned subsidiary of BMS.
- (1) As a result, Medarex is no longer an existing entity and ERS became the beneficial owner of the issuer's shares. For purposes of clarity, BMS continues to indirectly beneficially own these shares, which it reported in a Form 5 on September 23, 2014, through ERS. A separate Form 3 will be filed to disclose ERS's beneficial ownership of these shares.

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. r;">

Barry E. Greene

27,628,845

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4,543

Mansoor Raza Mirza, M.D.

27,536,979

92,760

4,543

2. The Company's stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year. The results of the stockholders' vote with respect to such ratification were as follows:

Votes For	Votes Against	Votes Abstaining	Broker Non-Votes
27,633,307	672	303	0

Item 8.01. Other Events.

While it was permissible in May 2014 under the applicable securities laws and the Company's insider trading policy for executive officers of the Company to purchase and sell securities of the Company, each of the executive officers listed below entered into a pre-arranged stock trading plan (a 10b5-1 Plan) pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the Exchange Act). Each 10b5-1 Plan contemplates the sale of a limited number of shares of the Company's common stock for personal financial management reasons during the remainder of the 2014 calendar year.

Name	Title	Maximum number of shares of common stock that may be sold under such 10b5-1 Plan
Michael G. Kauffman, M.D., Ph.D.	Chief Executive Officer and Director	90,000
Sharon Shacham, Ph.D, MBA	President and Chief Scientific Officer	90,000

Pursuant to each 10b5-1 Plan, certain shares of the Company's common stock held by the respective individual will be sold on a periodic basis without further direction from the individual in accordance with the terms and conditions set forth in the applicable 10b5-1 Plan, which in all cases include minimum sale price thresholds. Each 10b5-1 Plan is designed to comply with Rule 10b5-1 under the Exchange Act and the Company's insider trading policy. Transactions made pursuant to each 10b5-1 Plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission. Except as may be required by law, the Company does not undertake to report on specific

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Rule 10b5-1 plans of the Company's officers or directors, nor to report modifications or terminations of the aforementioned plans or the plan of any other individual.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KARYOPHARM THERAPEUTICS INC.

Date: June 13, 2014

By:

/s/ Christopher B. Primiano
Christopher B. Primiano
Vice President, General Counsel
and Secretary