

SEATTLE GENETICS INC /WA  
Form SC 13D/A  
September 15, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. 15)

**Seattle Genetics,  
Inc.**

(Name of Issuer)

**Common Stock,  
par value \$0.001  
per share**

(Title of Class of  
Securities)

**812578102**  
(CUSIP  
Number)

**Alexandra A.  
Toohey**

**Chief Financial  
Officer**

**Baker Bros.  
Advisors LP  
667 Madison  
Avenue, 21st  
Floor  
New York, NY  
10065**

**(212) 339-5690**  
(Name, Address  
and Telephone  
Number of Person  
Authorized to  
Receive Notices  
and  
Communications)

**September**

**11, 2015**

(Date of

Event

which

Requires

Filing of

this

Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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 (the "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).

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SCHEDULE 13D

CUSIP No. 812578102 Page 2 of 15 Pages

NAMES OF REPORTING  
PERSONS

1

Baker Bros. Advisors LP

2

CHECK THE (a)  
APPROPRIATE  
BOX IF A  
MEMBER OF A (b)  
GROUP (See  
Instructions)

3

SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

4

OO

5

CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS ..  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

6

Delaware

NUMBER OF  
SHARES

7

SOLE  
VOTING

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH**

POWER

36,139,746 (1)

SHARED VOTING POWER

**8**

0

SOLE DISPOSITIVE POWER

**9**

36,139,746 (1)

**10** SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

36,139,746 (1)

**12**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW .. (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13**

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

25.9% (1)(2)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

IA, PN

(1) Includes 110,000 shares of the Issuer's common stock underlying 110,000 options.

(2) Based on 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015.

**SCHEDULE 13D**

**CUSIP No. 812578102 Page 3 of 15 Pages**

**NAMES OF REPORTING  
PERSONS**

**1** Baker Bros. Advisors (GP)  
LLC

**2** CHECK THE **(a)**  
APPROPRIATE  
BOX IF A  
MEMBER OF A **(b)**  
GROUP (See  
Instructions)

**3** SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

**4** OO

**5** CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS ..  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)

**6** CITIZENSHIP OR PLACE  
OF ORGANIZATION

Delaware

SOLE  
VOTING  
POWER

7

36,139,746 (1)

SHARED  
VOTING  
POWER

8

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

0

SOLE  
DISPOSITIVE  
POWER

9

36,139,746 (1)

SHARED  
DISPOSITIVE  
POWER

10

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

11

36,139,746 (1)

12

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES

CERTAIN SHARES  
(See Instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**13**

25.9% (1)(2)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

HC, OO

(1) Includes 110,000 shares of the Issuer's common stock underlying 110,000 options.

(2) Based on 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015.



SCHEDULE 13D

CUSIP No. 812578102 Page 4 of 15 Pages

NAMES OF REPORTING  
PERSONS

1

Julian C. Baker

2

CHECK THE (a)  
APPROPRIATE  
BOX IF A  
MEMBER OF A (b)  
GROUP (See  
Instructions)

3

SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

4

OO

5

CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS ..  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

6

United States

SOLE  
VOTING  
POWER

**7**

36,278,171 (1)

SHARED  
VOTING  
POWER

**8**

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

SOLE  
DISPOSITIVE  
POWER

**9**

36,278,171 (1)

SHARED  
DISPOSITIVE  
POWER

**10**

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**11**

36,278,171 (1)

**12**

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

(See Instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**13**

26.0% (1)(2)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

IN, HC

(1) Includes 110,000 shares of the Issuer's common stock underlying 110,000 options.

(2) Based on 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015.

**SCHEDULE 13D**

CUSIP No. 812578102 Page 5 of 15 Pages

NAMES OF REPORTING  
PERSONS

**1**

Felix J. Baker

**2**

CHECK THE  
APPROPRIATE (a)  
BOX IF A  
MEMBER OF A (b)

**3**

GROUP (See  
Instructions)  
SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

**4**

OO

**5**

CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS ..  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)  
CITIZENSHIP OR PLACE  
OF ORGANIZATION

**6**

United States

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

SOLE  
VOTING  
POWER

36,278,178 (1)

SHARED  
VOTING  
POWER

**8**

0

SOLE  
DISPOSITIVE  
POWER

**9**

36,278,178 (1)

**10** SHARED  
DISPOSITIVE  
POWER

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

**11**

36,278,178 (1)

**12**

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

(See Instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**13**

26.0% (1)(2)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

IN, HC

(1) Includes 110,000 shares of the Issuer's common stock underlying 110,000 options.

(2) Based on 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015.

SCHEDULE 13D

CUSIP No. 812578102 Page 6 of 15 Pages

NAMES OF REPORTING  
PERSONS

**1** FBB2, LLC

**2** CHECK THE  
APPROPRIATE (a)  
BOX IF A  
MEMBER OF A (b)  
GROUP (See

Instructions)  
**3** SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

**4**  
OO

**5** CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS ..  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)

**6** CITIZENSHIP OR PLACE  
OF ORGANIZATION

Delaware

SOLE  
VOTING  
POWER

7

18,243

SHARED  
VOTING  
POWER

8

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

SOLE  
DISPOSITIVE  
POWER

9

18,243

SHARED  
DISPOSITIVE  
POWER

10

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

11

18,243

12

CHECK BOX IF THE  
AGGREGATE



AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(See Instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**13**

(1)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

OO

(1) The percentage of ownership is less than 0.1%, based on 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015.

SCHEDULE 13D

CUSIP No. 812578102 Page 7 of 15 Pages

NAMES OF REPORTING  
PERSONS

**1** FBB3 LLC

**2** CHECK THE  
APPROPRIATE (a)  
BOX IF A  
MEMBER OF A (b)  
GROUP (See  
Instructions)

**3** SEC USE ONLY  
SOURCE OF FUNDS (See  
Instructions)

**4**  
OO

**5** CHECK BOX IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS ..  
IS REQUIRED  
PURSUANT TO  
ITEMS 2(d) OR  
2(e)

**6** CITIZENSHIP OR PLACE  
OF ORGANIZATION

Delaware

SOLE  
VOTING  
POWER

7

12,678

SHARED  
VOTING  
POWER

8

**NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**

0

SOLE  
DISPOSITIVE  
POWER

9

12,678

SHARED  
DISPOSITIVE  
POWER

10

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

11

12,678

12

CHECK BOX IF THE  
AGGREGATE

AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES  
(See Instructions)  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

**13**

(1)

TYPE OF REPORTING  
PERSON (See Instructions)

**14**

OO

(1) The percentage of ownership is less than 0.1%, based on 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015.

### **Amendment No. 15 to Schedule 13D**

This Amendment No. 15 to Schedule 13D amends and supplements the statements on the previously filed Schedule 13D, as amended, filed by Baker Bros. Advisors LP (the “Adviser”), Baker Bros. Advisors (GP) LLC (the “Adviser GP”), Julian C. Baker, Felix J. Baker, FBB2, LLC (“FBB2”) and FBB3 LLC (“FBB3”). Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D, as amended.

The Adviser GP is the sole general partner of the Adviser. Pursuant to management agreements, as amended, among the Adviser, Baker Brothers Life Sciences, L.P. (“Life Sciences”) and 667, L.P. (“667”, and together with Life Sciences, the “Funds”), and their respective general partners, the Adviser has complete and unlimited discretion and authority with respect to the Funds’ investments and voting power over investments.

### **Item 3. Source and Amount of Funds or Other Consideration.**

The disclosure in Item 4 below is incorporated herein by reference.

### **Item 4. Purpose of the Transaction.**

Item 4 of Schedule 13D is supplemented and amended, as the case may be, as follows:

On September 10, 2015, Seattle Genetics, Inc. (the “Issuer”) entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC, as representatives of the several underwriters listed on Schedule 1 thereto (the “Underwriters”), related to a public offering (the “Offering”) of 11,707,318 shares of the Issuer’s Common Stock at a price to the public of \$41.00 per share. In addition, the Issuer granted the Underwriters an option exercisable for 30 days from the date of the Underwriting Agreement to purchase, at the public offering price less any underwriting discounts and commissions, up to an additional 1,756,097 shares of Common Stock to cover overallotments, if any. The Offering is expected to close on September 16, 2015.

Pursuant to the Offering, on September 11, 2015, Life Sciences purchased 3,338,927 shares of the Issuer’s Common Stock at the public offering price of \$41.00 per share. Life Sciences purchased the shares of the Issuer’s Common Stock with its working capital.

The Funds hold securities of the Issuer for investment purposes. The Reporting Persons or their affiliates may purchase additional securities or dispose of securities in varying amounts and at varying times depending upon the Reporting Persons' continuing assessments of pertinent factors, including the availability of shares of Common Stock or other securities for purchase at particular price levels, the business prospects of the Issuer, other business investment opportunities, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the board of directors and management of the Issuer, the availability and nature of opportunities to dispose of shares in the Issuer and other plans and requirements of the particular entities. The Reporting Persons may discuss items of mutual interest with the Issuer, which could include items in subparagraphs (a) through (j) of Schedule 13D.

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Depending upon their assessments of the above factors, the Reporting Persons or their affiliates may change their present intentions as stated above and they may assess whether to make suggestions to the management of the Issuer regarding financing, and whether to acquire additional securities of the Issuer, including shares of Common Stock (by means of open market purchases, privately negotiated purchases, exercise of some or all of the Stock Options (as defined below), or otherwise) or to dispose of some or all of the securities of the Issuer, including shares of Common Stock, under their control.

Except as otherwise disclosed herein, at the present time, the Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Issuer including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 15 are incorporated herein by reference. Set forth below is the aggregate number and percentage of shares of Common Stock directly held, as of the date hereof, by each of the following based upon 139,376,400 shares of common stock that will be outstanding following the offering as per information received from the Issuer on September 15, 2015. Such percentage figures were calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Holder	Number of Shares	Percentage of Class Outstanding	
667, L.P.	3,868,576	2.8	%
Baker Brothers Life Sciences, L.P.	32,134,170	23.0	%

The Adviser GP, Felix J. Baker and Julian C. Baker as principals of the Adviser GP, and the Adviser may be deemed to be beneficial owners of securities of the Issuer directly held by the Funds, and may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of such securities.

The Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds, and this Amendment No. 15 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for

purposes of Section 13(d) or for any other purpose, except to the extent that any such Reporting Persons actually exercises voting or dispositive power with respect to such securities.

Julian C. Baker and Felix J. Baker are also the sole managers of FBB2 and FBB3 and as such may be deemed to be beneficial owners of shares of Common Stock held by FBB2 and FBB3 and may be deemed to have the power to vote or direct the vote and dispose or direct the disposition of those shares.

Felix J. Baker is a Director of the Issuer. In connection with his service on the Issuer's Board, Felix J. Baker holds options to purchase Common Stock of the Issuer ("Stock Options"), Common Stock and restricted stock units payable solely in Common Stock of the Issuer ("Restricted Stock") as disclosed in previous amendments to this Schedule 13D.



Felix J. Baker serves on the Issuer's Board as a representative of the Funds. The policy of the Funds and the Adviser does not permit employees of the Adviser to receive compensation for serving as a Director of the Issuer. Therefore, Felix J. Baker has no pecuniary interest in the Stock Options, Common Stock or Restricted Stock. The Funds are instead entitled to the pecuniary interest in the Stock Options, Common Stock and Restricted Stock.

The Adviser has voting and investment power over the Stock Options, Common Stock underlying such Stock Options, Restricted Stock and Common Stock held by Felix Baker. The Adviser GP, and Felix J. Baker and Julian C. Baker as principals of the Adviser GP, may be deemed to have the power to vote or direct the vote of and the power to dispose or direct the disposition of the Stock Options, Common Stock underlying such Stock Options, Restricted Stock and Common Stock of the Issuer held by Felix J. Baker.

(c) The information set forth in Item 4 is hereby incorporated by reference into this Item 5(c). The following transactions in the Issuer's Common Stock were effected by the Funds noted below during the 60 days preceding the filing of this statement using working capital of the applicable purchasing Fund. Other than purchases made pursuant to the Offering, all purchase transactions were effected in the open market directly with a broker-dealer. Except as disclosed herein or in any previous amendments to this Schedule 13D, none of the Reporting Persons or their affiliates has effected any other transactions in securities of the Issuer during the past 60 days.

Name	Date	Number of Shares	Transaction	Price/ Share	Footnotes
Baker Brothers Life Sciences, L.P.	9/11/2015	3,338,927	Purchase	41.0000	
Baker Brothers Life Sciences, L.P.	9/11/2015	43,612	Purchase	43.5963	1
Baker Brothers Life Sciences, L.P.	9/11/2015	11,300	Purchase	41.1348	2
Baker Brothers Life Sciences, L.P.	9/11/2015	3,100	Purchase	40.5503	3
Baker Brothers Life Sciences, L.P.	9/11/2015	274,814	Purchase	44.6322	4
Baker Brothers Life Sciences, L.P.	9/11/2015	183,073	Purchase	43.2792	5
Baker Brothers Life Sciences, L.P.	9/11/2015	88,640	Purchase	42.4391	6
Baker Brothers Life Sciences, L.P.	9/11/2015	191,321	Purchase	41.0630	7
Baker Brothers Life Sciences, L.P.	9/11/2015	15,391	Purchase	40.6699	8
Baker Brothers Life Sciences, L.P.	9/11/2015	8,063	Purchase	44.3968	9
Baker Brothers Life Sciences, L.P.	9/11/2015	40,649	Purchase	42.1449	10
Baker Brothers Life Sciences, L.P.	9/11/2015	13,897	Purchase	44.9996	11
Baker Brothers Life Sciences, L.P.	9/14/2015	3,513	Purchase	45.4315	12
Baker Brothers Life Sciences, L.P.	9/14/2015	2,331	Purchase	45.6320	13
Baker Brothers Life Sciences, L.P.	9/14/2015	9,818	Purchase	46.7412	14
Baker Brothers Life Sciences, L.P.	9/14/2015	212,983	Purchase	46.8089	15
Baker Brothers Life Sciences, L.P.	9/14/2015	89,843	Purchase	45.2756	16
Baker Brothers Life Sciences, L.P.	9/14/2015	1,950	Purchase	44.6818	17
Baker Brothers Life Sciences, L.P.	9/15/2015	20,500	Purchase	46.3098	18
Baker Brothers Life Sciences, L.P.	9/15/2015	1,600	Purchase	47.2359	19
Baker Brothers Life Sciences, L.P.	9/15/2015	14,386	Purchase	47.5356	20
Baker Brothers Life Sciences, L.P.	9/15/2015	33,320	Purchase	47.9776	21

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Baker Brothers Life Sciences, L.P. 9/15/2015	160,453 Purchase	48.6042	22
Baker Brothers Life Sciences, L.P. 9/15/2015	50,000 Purchase	47.4000	
Baker Brothers Life Sciences, L.P. 9/15/2015	346,000 Purchase	48.4443	23

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(1) The reported price is a weighted average price. These shares were traded in multiple transactions at a prices ranging from \$43.38 to \$44.00. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission (the "Staff"), upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(2) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$40.68 to \$41.60. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(3) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$40.52 to \$40.56. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(4) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$44.06 to \$45.05. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(5) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$42.84 to \$43.80. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(6) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$41.79 to \$42.75. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(7) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$40.75 to \$41.73. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(8) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$40.62 to \$40.73. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(9) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$44.31 to \$44.50. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(10) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$41.62 to \$42.50. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(11) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$44.99 to \$45.00. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(12) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$45.41 to \$45.46. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(13) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$45.55 to \$45.70. The Reporting Persons undertake to provide the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(14) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$46.70 to \$46.80. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(15) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$46.23 to \$47.18. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(16) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$44.81 to \$45.75. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(17) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$44.61 to \$44.75. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(18) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$46.20 to \$46.34. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(19) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$47.22 to \$47.25. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(20) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$47.00 to \$47.72. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(21) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$47.27 to \$48.25. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(22) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$47.80 to \$48.75. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(23) The reported price is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$48.14 to \$48.78. The Reporting Persons undertake to provide the Issuer, any security holder of the Issuer, or the Staff, upon request, full information regarding the number of shares traded at each separate price within the ranges set forth in this footnote.

(d) Certain securities of the Issuer are held directly by 667, a limited partnership the sole general partner of which is Baker Biotech Capital, L.P., a limited partnership the sole general partner of which is Baker Biotech Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Biotech Capital (GP), LLC.

Certain securities of the Issuer are held directly by Life Sciences, a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.**

Item 6 of this Schedule 13D is hereby supplemented and amended, as the case may be, as follows:

On September 10, 2015, in connection with the Offering, the Issuer entered into a registration rights agreement (the “Registration Rights Agreement”) with the Funds. Under the Registration Rights Agreement, the Issuer agreed that, if at any time and from time to time after December 10, 2015, the Funds demand that the Issuer register their shares of Common Stock for resale under the Securities Act of 1933, as amended, the Issuer would be obligated to effect such registration. The Issuer’s registration obligations under the Registration Rights Agreement cover all shares of Common Stock now held or later acquired by the Funds (including shares acquired in the Offering), will continue in effect for up to ten years, and include the Issuer’s obligation to facilitate certain underwritten public offerings of Common Stock by the Funds in the future. The Issuer will bear all expenses incurred by it in effecting any registration pursuant to the Registration Rights Agreement as well as the legal expenses of the Funds of up to \$50,000 per underwritten public offering effected pursuant to the Registration Rights Agreement.

The foregoing description of the Registraton Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Registration Rights Agreement, which is incorporated by reference as Exhibit 99.1, and is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**



Exhibit Description

- 99.1 Registration Rights Agreement, dated September 10, 2015, by and between Seattle Genetics, Inc., 667, L.P. and Baker Brothers Life Sciences, L.P. (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, filed with the SEC on September 11, 2015).

SIGNATURE

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.

September 15, 2015

**BAKER BROS.  
ADVISORS LP**

By: Baker Bros. Advisors  
(GP) LLC, its general  
partner

By: /s/ Scott L. Lessing  
Name: Scott L. Lessing  
Title: President

**BAKER BROS.  
ADVISORS (GP) LLC**

By: /s/ Scott L. Lessing  
Name: Scott L. Lessing  
Title: President

/s/ Julian C. Baker  
Julian C. Baker

/s/ Felix J. Baker  
Felix J. Baker

FBB2, LLC

By: /s/ Julian C. Baker  
Name: Julian C. Baker  
Title: Manager

FBB3 LLC  
By: /s/ Julian C. Baker  
Name: Julian C. Baker  
Title: Manager