

SEATTLE GENETICS INC /WA
Form SC 13D/A
April 23, 2012

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 5)

Seattle Genetics,
Inc
(Name of Issuer)

Common Stock,
par value \$0.001
per share
(Title of Class of
Securities)

812578102
(CUSIP
Number)

Leo Kirby
667 Madison
Avenue, 21st
Floor
New York, NY
10065
(212) 339-5633
(Name, Address
and Telephone
Number of Person
Authorized to
Receive Notices
and
Communications)

April 12,
2012
(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 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Baker Bros. Advisors, LLC

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

2

3

SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4

OO

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

5

6

CITIZENSHIP OR PLACE
OF ORGANIZATION

Delaware

SOLE
VOTING
POWER

7

21,409,963

SHARED
VOTING
POWER

8

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

SOLE
DISPOSITIVE
POWER

9

21,409,963

SHARED
DISPOSITIVE
POWER

10

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

21,409,963

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

18.4%

TYPE OF REPORTING
PERSON (See Instructions)

14

IA

SCHEDULE 13D

CUSIP No. 812578102 Page 2 of 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Julian C. Baker

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

2

3

SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4

OO

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

5

6

CITIZENSHIP OR PLACE
OF ORGANIZATION

United States

	SOLE VOTING POWER
7	
	21,409,963
	SHARED VOTING POWER
8	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	SOLE DISPOSITIVE POWER
9	
	21,409,963
	SHARED DISPOSITIVE POWER
10	
	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11	
	21,409,963
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

18.4%

TYPE OF REPORTING
PERSON (See Instructions)

14

IN, HC

SCHEDULE 13D

CUSIP No. 812578102 Page 3 of 9 Pages

NAMES OF REPORTING
PERSONS I.R.S.
IDENTIFICATION NOS. OF
ABOVE PERSONS

1

Felix J. Baker

CHECK THE
APPROPRIATE (a) ..

2

BOX IF A (b) ..

MEMBER OF A
GROUP (See
Instructions)

3

SEC USE ONLY
SOURCE OF FUNDS (See
Instructions)

4

OO

CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS ..

5

IS REQUIRED
PURSUANT TO
ITEMS 2(d) OR
2(e)
CITIZENSHIP OR PLACE
OF ORGANIZATION

6

United States

NUMBER OF
SHARES

7

SOLE
VOTING

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	POWER
	21,504,963
	SHARED VOTING POWER
8	0
9	SOLE DISPOSITIVE POWER
	21,504,963
10	SHARED DISPOSITIVE POWER
	0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	21,504,963

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)

18.5%

TYPE OF REPORTING
PERSON (See Instructions)

14

IN, HC

This Amendment No. 5 to Schedule 13D amends and supplements the statements on the previously filed Schedules 13D filed by Julian C. Baker and Felix J. Baker. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

On April 12, 2012, Baker Bros. Advisors, LLC (the “Adviser”), Baker Brothers Life Sciences, L.P, 14159, L.P., 667, L.P., Baker Bros. Investments, L.P., Baker Bros. Investments II, L.P., and Baker Tisch Investments, L.P. (the “Funds”), and the general partners of the Funds entered into an amended and restated management agreement (the “Management Agreement”) which gave the Adviser complete and unlimited discretion and authority with respect to the Fund’s investments and voting power over investments. The general partners of the Funds relinquished all discretion and authority with respect to the Fund’s investments and voting power over investments. In connection with the services provided by the Adviser to the Funds, the Adviser receives a management based fee that does not confer any pecuniary interest.

Item 2.

Identity and Background.

Item 2 is restated as follows:

(a) The Reporting Persons are:

- | | |
|----|---------------------------|
| 1. | Baker Bros. Advisors, LLC |
| 2. | Felix J. Baker; and |
| 3. | Julian C. Baker |

(b) The business address of each of the Reporting Persons is:

c/o Baker Bros. Advisors, LLC

667 Madison Avenue, 21st Floor

New York, NY 10065

(212) 339-5633

(c) The principal business of Julian C. Baker and Felix J. Baker is to serve as a managing member of the Adviser and Baker Bros. Advisors (an entity engaged in investment activities). Julian C. Baker and Felix J. Baker are each 50% Managing Members of the Adviser.

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

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

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

Certain securities of the Issuer are owned directly by Baker Brothers Life Sciences, L.P., 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.

Certain securities of the Issuer are owned directly by 14159, L.P., a limited partnership the sole general partner of which is 14159 Capital, L.P., a limited partnership the sole general partner of which is 14159 Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of 14159 Capital (GP), LLC.

(d) and (e) During the past five years, none of the Reporting Persons nor any of the persons listed in Item 2(a) and (c) above has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Baker Bros. Advisors, LLC is a limited liability company organized under the laws of the state of Delaware. The citizenship of each of Julian C. Baker and Felix J. Baker is the United States of America.

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

Except as otherwise disclosed in this as any previously filed Schedule 13D, all previous purchases were made with the working capital of the Fund purchasing the securities.

Item 5. Interest in Securities of the Issuer.

(a)(b) Items 7 through 11 and 13 of each of the cover pages of this Amendment No. 5 are incorporated herein by reference. Set forth below is the aggregate number of shares of Common Stock held directly by the holders listed below, as of the date hereof by each of the following, together with the percentage of outstanding shares of Common Stock that such number represents based upon 116,361,172 shares outstanding, as reported on the Issuer's SEC Form 10-K filed on February 29, 2012. Such percentage figures were calculated in accordance with Rule 13d-3 under the Exchange Act.

Name	Number of Shares	Percent of Class
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		Outstanding	
Baker Bros. Investments, L.P.	266,495	0.2	%
Baker Bros. Investments II, L.P.	272,635	0.2	%
667, L.P.	4,966,001	4.3	%
Baker Brothers Life Sciences, L.P.	15,131,223	13.0	%
14159, L.P.	323,148	0.3	%
Baker/Tisch Investments, L.P.	450,461	0.4	%
Felix J. Baker	95,000	0.1	%
Total	21,504,963	18.5	%

By virtue of the Management Agreement the Reporting Persons may be deemed to be beneficial owners of shares owned 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.

Felix J. Baker is a Director of the Company.

The Reporting Persons disclaim beneficial ownership of the securities held by each of the Funds and FBB Associates, and this Amendment No. 5 shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 13(d) of for any other purpose.

ITEM 7.

Materials to Be Filed as Exhibits.

(c) None.

(d) Except as disclosed in this or any previously filed Schedule 13D, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the securities to which this Schedule relates.

(e) Not Applicable

Exhibit 4. Agreement regarding the joint filing of this statement.

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.

April 23, 2012

**BAKER BROS.
ADVISORS, 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

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