

KYTO BIOPHARMA INC
 Form 5
 September 23, 2014

FORM 5

OMB APPROVAL

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

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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BRISTOL MYERS SQUIBB CO
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

345 PARK AVENUE,Â
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 03/31/2010

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

NEW YORK,Â NYÂ 10154
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

____ Form Filed by One Reporting Person
X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | Â | Â | 3 ⁽¹⁾ | Â Â Â Â | | I ⁽¹⁾ | By Medarex, L.L.C. ⁽¹⁾ |

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

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRISTOL MYERS SQUIBB CO 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |
| MEDAREX INC C/O BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| Bristol-Myers Squibb Company, By: /s/ Katherine R. Kelly, Vice President & Assistant Secretary | 09/23/2014 |
| **Signature of Reporting Person | Date |
| Medarex, L.L.C. (formerly known as Medarex, Inc.), By: /s/ Katherine R. Kelly, Secretary | 09/23/2014 |
| **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).

(1) Bristol-Myers Squibb Company ("BMS") recently identified its indirect ownership of 1,300,000 shares of common stock of Kyto Biopharma, Inc. ("Kyto"). These shares are owned directly by Medarex, L.L.C. (formerly known as Medarex, Inc.) ("Medarex"), a wholly-owned subsidiary of BMS. BMS acquired Medarex on September 1, 2009. At that time, Medarex owned 1,300,000 Kyto shares but only provided BMS with a stock certificate, in the name of Kyto's predecessor company B. Twelve, Inc., for 400,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.