

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Baxalta GmbH</u> (Last) (First) (Middle) <u>THURGAUERSTRASSE 130</u> (Street) <u>GLATTPARK V8 8152</u> <u>(OPFIKON)</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/06/2015	3. Issuer Name and Ticker or Trading Symbol <u>Onconova Therapeutics, Inc. [ONTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock	2,603,295	D ⁽¹⁾⁽²⁾	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Baxalta GmbH</u> (Last) (First) (Middle) <u>THURGAUERSTRASSE 130</u> (Street) <u>GLATTPARK V8 8152</u> <u>(OPFIKON)</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Baxalta Inc</u> (Last) (First) (Middle) <u>ONE BAXTER PARKWAY, DF2-1W</u> (Street) <u>DEERFIELD IL 60015</u> (City) (State) (Zip)		
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Explanation of Responses:

- In preparation for the anticipated spin-off by Baxter International Inc. ("Baxter") of Baxalta Incorporated ("Baxalta"), the reported securities were transferred from Baxter Healthcare SA, an indirectly wholly-owned subsidiary of Baxter to its affiliate Baxalta GmbH, which is also an indirect wholly-owned subsidiary of Baxter. In preparation for the anticipated spin-off, Baxter and Baxalta are engaging in a series of reorganization transactions, including the transfer of reported shares, which are anticipated to result in Baxalta GmbH becoming an indirect wholly-owned subsidiary of Baxalta.
- The reported securities are beneficially owned by Baxalta GmbH and may be deemed to be or become indirectly beneficially owned by Baxalta as a result of the reorganization transactions in preparation for the anticipated spin-off.

Remarks:

/s/ Stephanie D. Miller, on behalf of Baxalta GmbH 05/08/2015

/s/ Stephanie D. Miller, on behalf of Baxalta Incorporated 05/08/2015

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

LIMITED POWER OF ATTORNEY

Know all by these presents, that Baxalta GmbH, a company organized and existing under the laws of Switzerland, having a principal place of business at Thurgauerstrasse 130, Glattpark (Opfikon) 8152 Switzerland, herewith grants power to Stephanie D. Miller to sign with single signature on behalf of Baxalta GmbH, to:

- (1) prepare, execute on behalf of Baxalta GmbH, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling Baxalta GmbH to make electronic filings with the SEC of reports required by Section 13 and Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") or any rule or regulation of the SEC;
- (2) execute for and on behalf of Baxalta GmbH, in its capacity as a stockholder of any company registered with the SEC, any required (i) Schedules 13D and 13G in accordance with Section 13 of the Exchange Act and the rules thereunder, (ii) Forms 3, 4 and 5 in accordance with Section 16(a) of the Exchange Act and the rules thereunder, and (iii) Form 144 under Rule 144 of the Securities Act of 1933;
- (3) do and perform any and all acts for and on behalf of Baxalta GmbH which may be necessary or desirable to complete and execute any such Schedule 13D or 13G, Form 3, 4, 5, or 144 and complete and execute any amendment or amendments thereto, and timely file any such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, Baxalta GmbH, it being understood that the documents executed by such attorney-in-fact on behalf of Baxalta GmbH pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Baxalta GmbH hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause or have caused to be done by virtue of this power of attorney and the rights and powers herein granted. Baxalta GmbH acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of Baxalta GmbH, are not assuming any of Baxalta GmbH's responsibilities to comply with Section 13 and 16 of the Securities Exchange Act of 1934 and Rule 144 of the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the earlier of (i) the date on which Baxalta GmbH is no longer required to file Schedules 13D and 13G, and Forms 3, 4, 5 and 144 with respect to the securities held by Baxalta GmbH, or (ii) December 31, 2015, in either case unless earlier revoked by Baxalta GmbH.

Signed for and on behalf of Baxalta GmbH

By: /s/ Rebecca Binggeli

By: /s/ Yvo Aebli

Name: Rebecca Binggeli
Title: Director of EMEA and APAC Tax;
Senior Tax Counsel
Date: April 20, 2015
Place: Opfikon

Name: Yvo Aebli
Title: Finance Director
Date: April 20, 2015
Place: Opfikon