

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>CELGENE CORP /DE/</u>			2. Issuer Name and Ticker or Trading Symbol <u>ACCELERON PHARMA INC [XLRN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/09/2020</u>			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		
(Street) <u>86 MORRIS AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)	<u>SUMMIT NJ 07901</u>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/09/2020		X		38,979	A	\$5.88	7,010,751	D ⁽¹⁾⁽²⁾	
Common Stock	07/09/2020		S ⁽³⁾		2,241	D	\$102.28	7,008,510	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option Warrant	\$5.88	07/09/2020		X		38,979	(4)	07/09/2020		Common Stock, \$0.001 par value 38,979	\$0	0	D	

1. Name and Address of Reporting Person* <u>CELGENE CORP /DE/</u>		
(Last)	(First)	(Middle)
<u>86 MORRIS AVENUE</u>		
(Street)		
<u>SUMMIT</u>	<u>NJ</u>	<u>07901</u>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person* <u>BRISTOL MYERS SQUIBB CO</u>		
(Last)	(First)	(Middle)
<u>430 E. 29TH STREET</u>		
<u>14 FLOOR</u>		
(Street)		
<u>NEW YORK</u>	<u>NY</u>	<u>10016</u>
(City)	(State)	(Zip)

Explanation of Responses:

- This statement is being filed jointly by Celgene Corporation and Bristol-Myers Squibb Company (the "Reporting Persons").
- These shares are owned directly by Celgene Corporation, which is a wholly owned subsidiary of Bristol-Myers Squibb Company. Bristol-Myers Squibb Company is an indirect beneficial owner of the reported securities.
- On July 9, 2020, the Reporting Persons exercised a warrant to purchase 38,979 shares of the Issuer's common stock for \$5.88 per share. The Reporting Persons paid the exercise price on a cashless basis, resulting in the Issuer withholding 2,241 of the warrant shares to pay the exercise price and issuing to the Reporting Persons the remaining 36,738 shares.
- All of the shares are currently exercisable.

/s/ Katherine Kelly, Secretary 07/13/2020

[of Celgene Corporation](#)
[/s/ Katherine Kelly, Corporate](#)
[Secretary of Bristol-Myers](#) [07/13/2020](#)
[Squibb Company.](#)

** 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 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).

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.