

**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>Baxter Healthcare SA</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) <u>07/24/2013</u>	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) Form filed by One Reporting Person <input checked="" 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)
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**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			
<u>Series J Convertible Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>3,030,303</u>	(1)	<u>D<sup>(2)</sup></u>	

1. Name and Address of Reporting Person* <u>Baxter Healthcare SA</u>  (Last) (First) (Middle) <u>THURGAUERSTRASSE 130</u>  (Street) <u>GLATTPARK V8 8152</u> <u>(OPFIKON)</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BAXTER INTERNATIONAL INC</u>  (Last) (First) (Middle) <u>ONE BAXTER PARKWAY, DF2-1W</u>  (Street) <u>DEERFIELD IL 60015</u>  (City) (State) (Zip)

**Explanation of Responses:**

- The convertible preferred stock is convertible at any time, at the holder's election, and is automatically convertible immediately prior to the consummation of the Issuer's initial public offering on a 0.75-for-1 basis and has no expiration date.
- The reported securities are owned directly by Baxter Healthcare SA, which is an indirect wholly-owned subsidiary of Baxter International Inc. Baxter International Inc. is an indirect beneficial owner of the reported securities.

Stephanie A. Shinn, on behalf of Baxter Healthcare SA 07/24/2013

Stephanie A. Shinn, on behalf of Baxter International Inc. 07/24/2013

\*\* 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 Baxter Healthcare SA, a company organized and existing under the laws of Switzerland ("BHSA"), having a principal place of business at Thurgauerstrasse 130, Glattpark (Opfikon) 8152 Switzerland, herewith grants power to Stephanie A. Shinn and Stephanie D. Miller, each to sign with single signature on behalf of BHSA, to:

(1) prepare, execute on behalf of BHSA, 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 BHSA 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 BHSA, 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 BHSA 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, BHSA, it being understood that the documents executed by such attorney-in-fact on behalf of BHSA 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.

BHSA 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. BHSA acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of BHSA, are not assuming any of BHSA'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 BHSA is no longer required to file Schedules 13D and 13G, and Forms 3, 4, 5 and 144 with respect to the securities held by BHSA, unless earlier revoked by BHSA.

Signed for and on behalf of BHSA

By: \_/s/ Piero Novello\_\_\_\_\_  
Name: Piero Novello  
Title: Commercial Director  
Date: Emerging Markets EMEA  
Place: Optikon, July 22, 2013

By: \_/s/ Rebecca Binggeli\_\_\_\_\_  
Name: Rebecca Binggeli  
Title: Director EMEA Taxes & Sr. Tax Counsel  
Date: July 22, 2013  
Place: