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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**Gamida Cell Ltd.**

(Name of Issuer)

**Ordinary shares, par value NIS 0.01 per share (“Ordinary Shares”)**

(Title of Class of Securities)

**M47364100**

(CUSIP Number)

**Karen Hale  
Chief Legal Officer  
Novartis AG  
Lichtstrasse 35  
CH-4056 Basel  
Switzerland**

With a copy to:

**David M. Lynn  
Morrison & Foerster LLP  
2100 L Street NW, Suite 900  
Washington, D.C. 20037  
(202) 887-1500**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 30, 2022**

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\*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 (“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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CUSIP No. M47364100	
1.	Names of Reporting Persons Novartis Pharma AG
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="checkbox"/>
	(b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) WC
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Switzerland
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 4,336,759
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 4,336,759
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,336,759
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 5.8%*
14.	Type of Reporting Person (See Instructions) CO

\* This calculation is based on an aggregate of 74,583,026 Ordinary Shares issued and outstanding as of January 5, 2023, as reported by the Issuer in its Schedule 14A proxy statement filed with the Securities and Exchange Commission on January 10, 2023.

CUSIP No. M47364100	
1.	Names of Reporting Persons Novartis AG
2.	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="checkbox"/>
	(b) <input type="checkbox"/>
3.	SEC Use Only
4.	Source of Funds (See Instructions) WC
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6.	Citizenship or Place of Organization Switzerland
Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 4,336,759
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 4,336,759
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 4,336,759
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
13.	Percent of Class Represented by Amount in Row (11) 5.8%*
14.	Type of Reporting Person (See Instructions) CO, HC

\* This calculation is based on an aggregate of 74,583,026 Ordinary Shares issued and outstanding as of January 5, 2023, as reported by the Issuer in its Schedule 14A proxy statement filed with the Securities and Exchange Commission on January 10, 2023.

## Explanatory Note

This Amendment No. 3 (the “Amendment No. 3”) amends the statement on Schedule 13D originally filed by the Reporting Persons on November 8, 2018, as amended on August 14, 2020 and March 11, 2021 (the “Schedule 13D”). This Amendment No. 3 is being filed to reflect a reduction in the Reporting Persons’ beneficial ownership of more than 1% of the Issuer’s outstanding Ordinary Shares, resulting from the expiration of warrants representing 857,295 issuable Ordinary Shares by the Reporting Persons and an increase in the Issuer’s outstanding Ordinary Shares. The Items below amend the information disclosed under the corresponding Item of the Schedule 13D as described below. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

### Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended such that all references to Schedule I contained within Item 2 and otherwise within the Schedule 13D shall refer to the Schedule I included in this Amendment No. 3.

### Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) of the Schedule 13D are hereby amended and restated in their entirety to read as follows:

“(a) — (b) As of the date hereof, each of the Reporting Persons may be deemed, for purposes of Rule 13d-3 of the Act, directly or indirectly, including by reason of their mutual affiliation, to be the beneficial owners of 4,336,759 Ordinary Shares. Each Reporting Person has shared voting and dispositive power with the other Reporting Person.

Based on the 74,583,026 Ordinary Shares issued and outstanding as of January 5, 2023, as reported by the Issuer in its Schedule 14A proxy statement filed with the Securities and Exchange Commission on January 10, 2023, the Ordinary Shares beneficially owned by the Reporting Persons constituted 5.8% of the issued and outstanding Ordinary Shares of the Issuer.

Novartis Pharma AG is a wholly owned direct subsidiary of Novartis AG. Novartis AG, as the publicly owned parent company of Novartis Pharma AG, may be deemed to beneficially own all of the Ordinary Shares held directly by Novartis Pharma AG.”

### Item 7. Materials to be Filed as Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">4</a>	<a href="#">Evidence of Signatory Authority</a>

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**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.

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities Exchange Act of 1934, as amended, the undersigned agree that the attached statement is filed on behalf of each of them.

Dated: March 3, 2023

**NOVARTIS PHARMA AG**

By: /s/ Lukas Förtsch

Name: Lukas Förtsch

Title: Authorized Signatory

By: /s/ Bertrand Bugnon

Name: Bertrand Bugnon

Title: Authorized Signatory

**NOVARTIS AG**

By: /s/ Lukas Förtsch

Name: Lukas Förtsch

Title: Authorized Signatory

By: /s/ Bertrand Bugnon

Name: Bertrand Bugnon

Title: Authorized Signatory

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**DIRECTORS AND EXECUTIVE OFFICERS OF  
NOVARTIS AG AND NOVARTIS PHARMA AG**

DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis AG and (ii) the business address of each director and executive officer of Novartis AG is Novartis Campus, Lichtstrasse 35, CH-4056, Basel, Switzerland.

Name	Relationship to Novartis AG	Present Principal Occupation	Citizenship
Joerg Reinhardt, Ph.D.	Chairman of the Board of Directors	Chairman of the Board of Directors	German
Simon Moroney, D.Phil.	Vice Chairman of the Board of Directors	Independent Director	German/New Zealander
Nancy C. Andrews, M.D., Ph.D.	Director	Dean emerita, vice chancellor emerita for academic affairs, Duke University School of Medicine, US; Nanaline H. Duke Professor of pediatrics, pharmacology and cancer biology, Duke University, US	American/Swiss
Ton Buechner	Director	Independent Director	Dutch/Swiss
Patrice Bula	Director	Lead Independent Director	Swiss
Elizabeth (Liz) Doherty	Director	Independent Director	British
Bridgette Heller	Director	Co-founder and Chief Executive Officer, Shirley Proctor Puller Foundation, US	American
Daniel Hochstrasser	Director	Independent Director	Swiss
Frans van Houten	Director	Chief Executive Officer and chairman of the executive committee and the board of management, Royal Philips NV, Netherlands	Dutch

Andreas von Planta, Ph.D. <sup>1</sup>	Director	Senior Counsel, Lenz & Staehelin, Switzerland	Swiss
Ana de Pro Gonzalo	Director	Independent Director	Spanish
Charles L. Sawyers, M.D.	Director	Chair of the Human Oncology and Pathogenesis Program, Memorial Sloan-Kettering Cancer Center, US; Professor of Medicine and of Cell and Developmental Biology, Weill Cornell Graduate School of Medical Sciences, US	American
William T. Winters	Director	Chief Executive Officer and director of Standard Chartered PLC, UK	British/American
Vasant (Vas) Narasimhan, M.D.	Member of the Executive Committee; Chief Executive Officer	Member of the Executive Committee; Chief Executive Officer	American
Shreeram Aradhya, M.D.	Member of the Executive Committee; Chief Medical Officer	Member of the Executive Committee; Chief Medical Officer	American
Victor Bulto	Member of the Executive Committee; President, Innovative Medicines US	Member of the Executive Committee; President, Innovative Medicines US	American
Aharon (Ronny) Gal, Ph.D.	Member of the Executive Committee; Chief Strategy Officer	Member of the Executive Committee; Chief Strategy Officer	Israeli/American
Karen L. Hale	Member of the Executive Committee; Chief Legal Officer	Member of the Executive Committee; Chief Legal Officer	American
Harry Kirsch	Member of the Executive Committee; Chief Financial Officer	Member of the Executive Committee; Chief Financial Officer	German/Swiss
Robert (Rob) Kowalski	Member of the Executive Committee; Chief People & Organization Officer	Member of the Executive Committee; Chief People & Organization Officer	American
Steffen Lang, Ph.D.	Member of the Executive Committee; President, Operations	Member of the Executive Committee; President, Operations	German/Swiss

<sup>1</sup> Mr. von Planta will not stand for re-election at the 2023 Annual General Meeting.

Fiona H. Marshall, Ph.D.	Member of the Executive Committee; President, Novartis Institutes for BioMedical Research (NIBR)	Member of the Executive Committee; President, Novartis Institutes for BioMedical Research (NIBR)	British
Klaus Moosmayer, Ph.D.	Member of the Executive Committee; Chief Ethics, Risk and Compliance Officer	Member of the Executive Committee; Chief Ethics, Risk and Compliance Officer	German
Marie-France Tschudin	Member of the Executive Committee; President, Novartis Pharmaceuticals	Member of the Executive Committee; President, Novartis Pharmaceuticals	Swiss

#### DIRECTORS AND EXECUTIVE OFFICERS OF NOVARTIS PHARMA AG

The name, function, citizenship and present principal occupation or employment of each of the directors and executive officers of Novartis Pharma AG are set forth below. Unless otherwise indicated below, (i) each occupation set forth opposite an individual's name refers to employment with Novartis Pharma AG and (ii) the business address of each director and executive officer of Novartis Pharma AG is Novartis Campus, Lichtstrasse 35, CH-4056, Basel, Switzerland.

<b>Name</b>	<b>Relationship to Novartis Pharma AG</b>	<b>Present Principal Occupation</b>	<b>Citizenship</b>
Joerg Reinhardt, Ph.D.	President of the Board of Directors	Chairman of the Board of Directors of Novartis AG	German
Karen L. Hale	Director	Member of the Novartis AG Executive Committee; Chief Legal Officer of Novartis AG	American
Harry Kirsch	Director	Member of the Novartis AG Executive Committee; Chief Financial Officer of Novartis AG	German/Swiss



## EXHIBIT 4

## EVIDENCE OF SIGNATORY AUTHORITY

Excerpt from Commercial Register of Novartis Pharma AG

Identification number	Legal status	Entry	Cancelled		<b>1</b>
<b>CHE-106.052.527</b>	<b>Limited or Corporation</b>	25.10.1989			

All data

In	Ca	Business name	Ref	Legal seat
1		<b>Novartis Pharma AG</b>	1	Basel
1		(Novartis Pharma SA) (Novartis Pharma Inc.)		

<b>CHE-106.052.527</b>	<b>Novartis Pharma AG</b>	<b>Basel</b>	
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All data

In	Mo	Ca	Personal Data	Function	Signature
	43		Bugnon, Bertrand Richard René, von Montagny (FR), in Belfaux		joint signature at two

<b>CHE-106.052.527</b>	<b>Novartis AG</b>	<b>Basel</b>	
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All data

In	Mo	Ca	Personal Data	Function	Signature
	55		Förtsch, Lukas, von Zürich, in Sissach		joint signature at two

Excerpt from Commercial Register of Novartis AG

Identification number	Legal status	Entry	Cancelled		<b>1</b>
<b>CHE-103.867.266</b>	<b>Limited or Corporation</b>	01.03.1996			

All data

In	Ca	Business name	Ref	Legal seat
1		<b>Novartis AG</b>	1	Basel
1		(Novartis SA) (Novartis Inc.)		

<b>CHE-103.867.266</b>	<b>Novartis AG</b>	<b>Basel</b>	
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All data

In	Mo	Ca	Personal Data	Function	Signature
	23		Bugnon, Bertrand Richard René, von Montagny (FR), in Belfaux		joint signature at two

<b>CHE-103.867.266</b>	<b>Novartis AG</b>	<b>Basel</b>	
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All data

In	Mo	Ca	Personal Data	Function	Signature
	14		Förtsch, Lukas, von Zürich, in Sissach		joint signature at two