

Affimed N.V.  
Form SC 13G/A  
June 16, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Affimed N.V.**  
(Name of Issuer)

**Common shares, nominal value €0.01 per share**  
(Title of Class of Securities)

**N01045108**  
(CUSIP Number)

**December 31, 2015 (with ownership information dated as of June 16, 2016)**  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

o Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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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NAMES OF  
REPORTING  
PERSONS

1.

Novo Nordisk A/S

CHECK  
THE  
APPROPRIATE  
BOX IF

2. A (a) o

MEMBER  
OF A  
GROUP\*

(b) o

SEC USE ONLY

3.

CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

4.

The Kingdom of  
Denmark

SOLE VOTING  
POWER

5.

2,862,460

6. NUMBER OF SHARED  
VOTING  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH

POWER

0

SOLE  
DISPOSITIVE  
POWER

7.

2,862,460

SHARED  
DISPOSITIVE  
POWER

8.

0

9. AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

2,862,460

CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(9) EXCLUDES

10. CERTAIN SHARES

0

11. PERCENT OF CLASS  
REPRESENTED BY

AMOUNT IN ROW  
(9)

8.6% based on  
33,259,404 outstanding  
common shares

TYPE OF  
REPORTING  
PERSON

**12.**

CO

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**Item 1(a). Name of Issuer:**

Affimed N.V.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

Technologiepark, Im Neuenheimer Feld 582

69120 Heidelberg, Germany

**Item 2(a). Name of Person Filing:**

Novo Nordisk A/S

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

Novo Allé, DK-2880 Bagsværd, Denmark

**Item 2(c). Citizenship:**

The Kingdom of Denmark

**Item 2(d). Title of Class of Securities:**

Common shares, nominal value €0.01 per share

**Item 2(e). CUSIP Number:**

N01045108

**Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

NOT APPLICABLE

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

(a) Amount beneficially owned: 2,862,460

(b) Percent of class: 8.6% based on 33,259,404 outstanding common shares

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 2,862,460

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 2,862,460

(iv) Shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class.**

NOT APPLICABLE

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

NOT APPLICABLE

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

NOT APPLICABLE

**Item 8. Identification and Classification of Members of the Group.**

NOT APPLICABLE

**Item 9. Notice of Dissolution of Group.**

NOT APPLICABLE

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

June 16, 2016  
(Date)

/s/ Jesper Brandgaard  
(Signature)

Jesper Brandgaard, Chief Financial Officer  
(Name/Title)