SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

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

Vericel Corporation

(Name of Issuer)

<u>Common Stock, no par value</u> (Title of Class of Securities)

> 92346J108 (CUSIP Number)

<u>December 31, 2016</u> (Date of Event Which Requires Filing of this Statement)

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

X	Rule 13d-1(b)**

図 Rule 13d-1(c)**

 \square 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 disclosures provided in a prior cover page.
- ** This Schedule is being filed pursuant to Rule 13d-1(b) with respect to Visium Asset Management, LP, JG Asset, LLC and Jacob Gottlieb, and pursuant to Rule 13d-1(c) with respect to certain advisory clients of Visium Asset Management, LP.

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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1	NAMES OF REPORTING PERSONS					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
		Visium Asset Management, LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
				(b) □		
3	SEC USI	E ONLY				
4	CITIZEN	ISHIP O	R PLACE OF ORGANIZATION			
		United S				
		5	SOLE VOTING POWER			
NUMB	BER OF					
			None			
SHA	RES					
	[6	SHARED VOTING POWER			
BENEFI	CIALLY					
OI DI			0 (See Item 4)			
OWNE	EDBY					
г.	CII	7	SOLE DISPOSITIVE POWER			
EA	CH					
REPOI	DTING		None			
KEPUI	KIING					
PER	COM	8	SHARED DISPOSITIVE POWER			
PER	SON					
TA7T	TH		0 (See Item 4)			
***1						
9	AGGRE	CATE A1	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
J	MOGNE	O/11 L /11	WOONT BENEFICIALLY OWNED BY ENGINALION INCOME			
	0 (See Item 4)					
		0 (000 10				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □					
10	GILLON BOX II THE HOUREON ENGLOSSIE TWOOM (5) ENGLODES CERTAIN SHARES					
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	1 ENGENT OF GLASS REFRESENTED DT ANIOUNT IN NOW (5)					
	0%					
12	TYPE O	F REPOR	RTING PERSON*			
	IA, PN					

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
		JG Asset, LLC					
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
				(b) □			
3	SEC USI	E ONLY					
4	CITIZEN	ISHIP O	R PLACE OF ORGANIZATION				
		United S					
NUMB	BER OF	5	SOLE VOTING POWER				
	RES		None				
BENEFI	CIALLY	6	SHARED VOTING POWER				
OWNED BY			0 (See Item 4)				
EACH		7	SOLE DISPOSITIVE POWER				
REPO	RTING		None				
PER	SON	8	SHARED DISPOSITIVE POWER				
WITH 0 (See Item 4)		0 (See Item 4)					
9	AGGRE	GATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	0 (See Item 4)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
		0%					
12							
12	TYPE OF REPORTING PERSON*						
	HC, OO						

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H								
1	NAMES OF REPORTING PERSONS							
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	IN. S. IDENTIFICATION NOS. OF ABOVE PERSONS (Enduces Only)							
	Total Capital							
	Jacob Gottlieb							
2	CHECK	THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP*	(a) □				
		(b) □						
3	SEC USI	E ONLY						
	old obl	or the						
	CITIZEN	ICITID O	D DI AGE OF ODGANIZATION					
4	CITIZEN	NSHIP O	R PLACE OF ORGANIZATION					
		United S	tates					
	•	5	SOLE VOTING POWER					
NUMB	RER OF							
I TOMB	DEIX OI		None					
CITA	DEC		None					
SHA	RES							
		6	SHARED VOTING POWER					
BENEFI	CIALLY							
			0 (See Item 4)					
OWNI	ED BY		o (occ rem 1)					
EACH		7	SOLE DISPOSITIVE POWER					
	CII							
DEBOI	DTING		None					
REPUI	RTING							
		8	SHARED DISPOSITIVE POWER					
PER	SON	0	SHARED DISPOSITIVE POWER					
WI	TH		0 (See Item 4)					
9	AGGRE	GATE A1	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	TIGGILE	0.111	DEVELOR DE L'ONNE DE L'ANGE LE GREEN GELEGON					
		0 (Can It	om 4)					
	0 (See Item 4)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
	Not Applicable							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
		00/						
		0%						
12	TYPE O	F REPOI	RTING PERSON*					
	HC, IN							

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Item 1 (a) Name of Issuer:

Vericel Corporation

(b) <u>Address of Issuer's Principal Executive Offices</u>:

64 Sidney Street Cambridge, MA 02139

Item 2 (a) - (c) This statement is filed on behalf of the following:

- (1) Visium Asset Management, LP, a Delaware limited partnership ("VAM"), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019.
- (2) JG Asset, LLC, a Delaware limited liability company ("JG Asset"), with its principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019. JG Asset is the General Partner of VAM.
- (3) Jacob Gottlieb ("Gottlieb"), a natural person, with his principal business office c/o Visium Asset Management, LP, 888 Seventh Avenue, New York, NY 10019. Gottlieb is the Managing Member of JG Asset.
- (d) <u>Title of Class of Securities</u>:

Common Stock, no par value

(e) <u>CUSIP Number</u>:

92346J108

	CUSIP No. 92346J108		Page 6 of 11 Pages
Item 3	If this statement is filed pursuant to Rule 13d-1	(<u>b), or 13d-2(b) or (c), chec</u>	k whether the person filing is a:
	Broker or dealer registered under section 15 of the Act	(15 U.S.C. 78o).	
	Bank as defined in section 3(a)(6) of the Act (15 U.S.C	. 78c).	
	Insurance company as defined in section 3(a)(19) of the	e Act (15 U.S.C. 78c).	
	Investment company registered under section 8 of the I	nvestment Company Act of	1940 (15 U.S.C 80a-8).
\boxtimes	An investment adviser in accordance with §240.13d-1(l	b)(1)(ii)(E);*	
	An employee benefit plan or endowment fund in accord	dance with §240.13d-1(b)(1)(ii)(F);
\boxtimes	A parent holding company or control person in accorda	ance with § 240.13d-1(b)(1)	ii)(G);*
	A savings associations as defined in Section 3(b) of the	Federal Deposit Insurance	Act (12 U.S.C. 1813);
	A church plan that is excluded from the definition of ar U.S.C. 80a-3);	n investment company unde	section 3(c)(14) of the Investment Company Act of 1940 (15
	Group, in accordance with §240.13d-1(b)(1)(ii)(J).		
*	VAM is an "investment adviser" as described above at above.	nd JG Asset and Gottlieb a	e each a "parent holding company or control person" as described
Item 4	Ownership:		
VBMF			
	(a) <u>Amount Beneficially Owned</u> :		

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0

0%

(i)

Percent of Class:

None

Number of Shares as to which person has:

sole power to vote or to direct vote:

(b)

(c)

	C	USIP N	o. 92346J108		Page 7 of 11 Pages
		(ii)	shared power to vote or to direct vote:		
			0 shares		
		(iii)	sole power to dispose or direct disposition of	::	
			None		
		(iv)	shared power to dispose or to direct dispositi	on of:	
			0 shares		
<u>VAM</u>					
	(a)	Amount Beneficially Owned:			
	the Co	By virtue of its position as investment manager to pooled investment vehicles, VAM may be deemed to beneficially own 0 shares o ompany's Common Stock beneficially owned by the pooled investment vehicle.			
	(b)	Percer	ut of Class:		
		0%			
	(c)	Numb	er of Shares as to which person has:		
		(i)	sole power to vote or to direct vote:		
			None		
		(ii)	shared power to vote or to direct vote:		
			0 shares		
		(iv)	sole power to dispose or direct disposition of	::	

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None

0 shares

shared power to dispose or to direct disposition of:

(iv)

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CUSIE	INU.	72.74	1). J I	บก

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JG Asset

(a) <u>Amount Beneficially Owned</u>:

By virtue of its position as General Partner to VAM, JG Asset may be deemed to beneficially own 0 shares of the Company's Common Stock beneficially owned by VAM.

(b) Percent of Class:

0%

- (c) Number of Shares as to which person has:
 - (i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

0 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

0 shares

Gottlieb

(a) Amount Beneficially Owned:

By virtue of his position as the Managing Member of JG Asset, Gottlieb may be deemed to beneficially own 0 shares of the Company's Common Stock beneficially owned by JG Asset.

(b) Percent of Class:

0%

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- (c) <u>Number of Shares as to which person has</u>:
 - (i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

0 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

0 shares

VAM, JG Asset and Gottlieb disclaim beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of the other individual officers and members of VBMF, VAM or JG Asset is, for any purpose, the beneficial owner of any of the Securities.

Item 5 Ownership of Five Percent or Less of a Class:

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 <u>Identification and Classification of Members of the Group:</u>

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

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Item 10 <u>Certification</u>:

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.

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.

Date: February 14, 2017

VISIUM ASSET MANAGEMENT, LP

By: JG Asset, LLC, its General Partner

By: /s/ Mark Gottlieb
Mark Gottlieb

Authorized Signatory

JG ASSET, LLC

By: /s/ Mark Gottlieb

Mark Gottlieb

Authorized Signatory

JACOB GOTTLIEB

By: /s/ Mark Gottlieb

Mark Gottlieb

Authorized Signatory

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Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 14, 2017 relating to the Common Stock, no par value of Vericel Corporation shall be filed on behalf of the undersigned.

VISIUM ASSET MANAGEMENT, LP

By: JG Asset, LLC, its General Partner

By: /s/ Mark Gottlieb
Mark Gottlieb

Authorized Signatory

JG ASSET, LLC

By: /s/ Mark Gottlieb

Mark Gottlieb

Authorized Signatory

JACOB GOTTLIEB

By: /s/ Mark Gottlieb

Mark Gottlieb

Authorized Signatory

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