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15007796

JUN 30 2015

Washington, DC 20549

June 30, 2015

Silvio Conte (Joe)
Head of Corporate Actions
Global Listings

New York Stock Exchange
20 Broad Street, 16th Floor
New York, NY 10005
T +1 212 656 5024
silvio.conte@nyse.com

CETNYS
001-36782

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Preferred stock purchase rights of **BAXALTA INCORPORATED** under the Exchange Act of 1934.

Sincerely,