

CHIMERIX INC
Form 3/A
March 20, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â New Leaf Ventures II, L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O NEW LEAF VENTURES,Â TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/10/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CHIMERIX INC [CMRX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>04/10/2013</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: CHIMERIX INC - Form 3/A

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|----------------------|
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 2,410,551 | \$ (1) | I | See Footnote (2) (4) |
| Warrant | Â (3) | 02/07/2018 | Common Stock | 602,637 | \$ 7.26 | I | See Footnote (2) (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| New Leaf Ventures II, L.P. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036 | Â | Â X | Â | Â |
| New Leaf Venture Associates II, L.P. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036 | Â | Â X | Â | Â |
| New Leaf Venture Management II, L.L.C. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036 | Â | Â X | Â | Â |
| Chambon Philippe O. C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036 | Â | Â X | Â | Â |
| HUNT RONALD C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036 | Â | Â X | Â | Â |
| Ratcliffe Liam C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036 | Â | Â X | Â | Â |
| Delagardelle Jeani C/O NEW LEAF VENTURES 2500 SAND HILL ROAD, SUITE 203 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Lathi Vijay K C/O NEW LEAF VENTURES 2500 SAND HILL ROAD, SUITE 203 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C., the sole general partner of New Leaf Venture Associates II, L.P., the sole general partner of New Leaf Ventures II, L.P. 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C., the sole general partner of New Leaf Venture Associates II, L.P. 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, Chief Financial Officer of New Leaf Venture Management II, L.L.C. 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Philippe O. Chambon 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Ronald Hunt 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Jeani Delagardelle 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Liam Ratcliffe 03/20/2014

__Signature of Reporting Person Date

/s/ Craig L. Slutzkin, as Attorney-in-Fact for Vijay Lathi 03/20/2014

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

The Series F Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series F Preferred Stock, for no additional consideration.

- (1) The securities are directly held by New Leaf Ventures II, L.P. ("NLV II") and indirectly held by New Leaf Venture Associates II, L.P. ("NLV Associates"), the sole general partner of NLV II, and New Leaf Venture Management II, L.L.C. ("NLV Management"). Philippe O. Chambon, Jeani Delagardelle, Ronald Hunt, Vijay Lathi, James Nidel and Liam Ratcliffe are the individual managers of NLV Management (the "Individual Managers" and together with NLV Associates and NLV Management, the "Indirect Reporting Persons"). NLV Associates and NLV Management disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. As one of six individual managers, each of the Individual Managers disclaims beneficial ownership over the shares reported herein, and in all events disclaims pecuniary interest except to the extent of his economic interest.
- (2) Management (the "Individual Managers" and together with NLV Associates and NLV Management, the "Indirect Reporting Persons"). NLV Associates and NLV Management disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. As one of six individual managers, each of the Individual Managers disclaims beneficial ownership over the shares reported herein, and in all events disclaims pecuniary interest except to the extent of his economic interest.
- (3) The Warrant is immediately exercisable.
- (4) The Indirect Reporting Persons were erroneously omitted from the Reporting Person's original Form 3, and also were omitted from two Form 4s filed by the Reporting Person after its original Form 3 was filed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.