

CHIMERIX INC
Form 3
April 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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)

1. Name and Address of Reporting
Person *

Â Canaan VII L P

(Last) (First) (Middle)

285 RIVERSIDE
AVENUE,Â SUITE 250

(Street)

WESTPORT,Â CTÂ 06880

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/10/2013

3. Issuer Name **and** Ticker or Trading Symbol
CHIMERIX INC [CMRX]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Series D Preferred Stock	Â (1)	Â (1)	Common Stock	1,227,314	\$ (1)	I	See Footnote (2)
Series E Preferred Stock	Â (3)	Â (3)	Common Stock	826,474	\$ (3)	I	See Footnote (2)
Series F Preferred Stock	Â (4)	Â (4)	Common Stock	847,136	\$ (4)	I	See Footnote (2)
Warrant	Â (5)	02/07/2018	Common Stock	211,783	\$ 7.26	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaan VII L P 285 RIVERSIDE AVENUE SUITE 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
Canaan Partners VII LLC 285 RIVERSIDE AVENUE STE. 250 WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â

Signatures

Canaan VII L.P., By: Canaan Partners VII LLC, its general partner, By: /s/ Jaime Slocum,
Attorney-in-Fact

04/10/2013

**Signature of Reporting Person

Date

Canaan Partners VII LLC, By: /s/ Jaime Slocum, Attorney-in-Fact

04/10/2013

**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).

- (1) The Series D 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 D Preferred Stock, for no additional consideration.

- (2) Canaan Partners VII LLC (Canaan VII) is the sole General Partner of Canaan VII L.P. (together with Canaan VII, the "Canaan Entities") and each may be deemed to have sole voting and investment power over the securities held by the Reporting Person. Wende S. Hutton, a manager of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors.

- (3) The Series E 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 E Preferred Stock, for no additional consideration

- (4) 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

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(5) The warrant is immediately exercisable.

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Remarks:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney,Â ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information

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

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