

Hutton Wende S
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 Hutton Wende S

(Last) (First) (Middle)

C/O CHIMERIX, INC.,Â 2505
MERIDIAN PKY, SUITE 340

(Street)

DURHAM,Â NCÂ 27713

(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 ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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	12,397	\$ (1)	I	See Footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	1,227,314	\$ (1)	I	See Footnote (3)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	826,474	\$ (4)	I	See Footnote (3)
Series F Preferred Stock	Â (5)	Â (5)	Common Stock	847,136	\$ (5)	I	See Footnote (3)
Warrant	Â (6)	02/07/2018	Common Stock	211,783	\$ 7.26	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutton Wende S C/O CHIMERIX, INC. 2505 MERIDIAN PKY, SUITE 340 DURHAM, NC 27713	Â X	Â X	Â	Â

Signatures

Wende S. Hutton /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) Ms. Hutton is a trustee of The Hutton Living Trust dated 12/10/96.

(3) The securities are held directly by Canaan VII L.P. Ms. Hutton disclaims beneficial ownership over the securities owned by Canaan VII L.P., and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of her pecuniary interest, if any, in the securities by virtue of the limited liability company interests she owns in Canaan Partners VII LLC, the general partner of Canaan VII L.P.

(4) 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.

(5) 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.

(6) The warrant is immediately exercisable.

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Remarks:

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Exhibit 24.1 - Power of Attorney

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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