

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 Sanderling Venture Partners
V, LP

(Last) (First) (Middle)

400 SOUTH EL CAMINO
REAL,Â SUITE 1200

(Street)

SAN MATEO,Â CAÂ 94402

(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

(Check all applicable)

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

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

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)
Common Stock	112,674	I	SEE FOOTNOTE ⁽¹⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	183,096	\$ (2)	I	SEE FOOTNOTE (1)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	474,330	\$ (3)	I	SEE FOOTNOTE (1)
Series B-1 Preferred Stock	Â (4)	Â (4)	Common Stock	469,480	\$ (4)	I	SEE FOOTNOTE (1)
Series C Preferred Stock	Â (5)	Â (5)	Common Stock	695,496	\$ (5)	I	SEE FOOTNOTE (1)
Series D Preferred Stock	Â (6)	Â (6)	Common Stock	771,372	\$ (6)	I	SEE FOOTNOTE (1)
Series E Preferred Stock	Â (7)	Â (7)	Common Stock	619,852	\$ (7)	I	SEE FOOTNOTE (1)
Series F Preferred Stock	Â (8)	Â (8)	Common Stock	792,037	\$ (8)	I	SEE FOOTNOTE (1)
Warrants	Â (9)	02/11/2018	Common Stock	198,008	\$ 7.26	I	SEE FOOTNOTE (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanderling Venture Partners V, LP 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO,Â CAÂ 94402	Â	Â X	Â	Â
Sanderling VI Limited Partnership 400 S. EL CAMINO REAL, SUITE 1200 SAN MATEO,Â CAÂ 94402	Â	Â X	Â	Â
Sanderling Ventures Management VI 400 S. EL CAMINO REAL, SUITE 1200 SAN MATEO,Â CAÂ 94402	Â	Â X	Â	Â

Signatures

See Signatures Included in
Exhibit 99.2

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).

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- (1) See attached Exhibit 99.1.

The Series A 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 A Preferred Stock, for no additional consideration.

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

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

- (5) The Series C 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 C Preferred Stock, for no additional consideration.

- (6) 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.

- (7) 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.

- (8) 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.

- (9) The warrants are immediately exercisable.

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Remarks:

FormÂ 3Â filingÂ 2Â ofÂ 2.Â SeeÂ FormÂ 3Â filingÂ 1Â ofÂ 2Â forÂ additionalÂ membersÂ ofÂ thisÂ jointÂ filing.

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.