

BG Medicine, Inc.
Form 4
December 11, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KANIA EDWIN M JR

(Last) (First) (Middle)

C/O FLAGSHIP VENTURES, ONE
MEMORIAL DRIVE, 7TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BG Medicine, Inc. [BGMD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2014		S		6,301	D	\$ 0.36	23,940	I	Held by OneLiberty Advisors Fund IV, L.P. ⁽¹⁾
Common Stock	12/10/2014		S		5,472	D	\$ 0.32	18,468	I	Held by OneLiberty Advisors Fund IV, L.P. ⁽¹⁾
Common Stock	12/11/2014		S		18,468	D	\$ 0.30	0	I	Held by OneLiberty

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								Advisors Fund IV, L.P. ⁽¹⁾
Common Stock	12/09/2014	S	125,789	D	\$ 0.36	478,360	I	Held by OneLiberty Fund IV, L.P. ⁽¹⁾
Common Stock	12/10/2014	S	109,248	D	\$ 0.32	369,112	I	Held by OneLiberty Fund IV, L.P. ⁽¹⁾
Common Stock	12/11/2014	S	369,112	D	\$ 0.3	0	I	Held by OneLiberty Fund IV, L.P. ⁽¹⁾
Common Stock						215,013	I	Held by AGTC Advisors Fund, L.P. ⁽²⁾
Common Stock						2,851,447	I	Held by Applied Genomic Technology Capital Fund, L.P. ⁽²⁾
Common Stock						1,764,286	I	Held by Flagship Ventures Fund 2007, L.P. ⁽³⁾
Common Stock						4,232	I	Held by OneLiberty Advisors Fund 2000 L.P. ⁽⁴⁾
Common Stock						80,424	I	Held by OneLiberty Ventures 2000 L.P. ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KANIA EDWIN M JR
C/O FLAGSHIP VENTURES
ONE MEMORIAL DRIVE, 7TH FLOOR
CAMBRIDGE, MA 02142

X

Signatures

/s/ Edwin M.
Kania, Jr.

12/11/2014

**Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Edwin M. Kania, Jr. is a managing member of OneLiberty Partners IV LLC, which is the general partner of OneLiberty Advisors IV, L.P. ("OLA IV") and OneLiberty Fund IV, L.P. ("OLF IV"), and may be deemed to beneficially own the securities held by OLA IV and OLF IV. Mr. Kania disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

NewcoGen Group, Inc. ("NG") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Advisors Fund, L.P. ("AGTCA") and Applied Genomic Technology Capital Fund L.P. ("AGTCF", and together with AGTCA, the "AGTC Funds"). NG is a wholly-owned subsidiary of Flagship Ventures Management, Inc. ("Flagship"). Edwin M. Kania, Jr. is a director of Flagship and may be deemed to beneficially own the securities held by the AGTC Funds. Mr. Kania disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Edwin M. Kania, Jr. is a manager of Flagship Ventures 2007 General Partner, LLC, which is the general partner of Flagship Ventures Fund 2007, L.P., and may be deemed to beneficially own the securities held by Flagship Ventures Fund 2007, L.P. Mr. Kania disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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Edwin M. Kania, Jr. is a managing member of OneLiberty Partners 2000, LLC, which is the general partner of OneLiberty Advisors Fund (4) 2000 L.P. ("OLA") and OneLiberty Ventures 2000 L.P. ("OLV"), and may be deemed to beneficially own the securities held by OLA and OLV. Mr. Kania disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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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