

BG Medicine, Inc.
Form 3
July 16, 2015

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 Flagship Ventures 2007
General Partner LLC

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE,Â MAÂ 02142

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
07/14/2015

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

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)

Common Stock

441,071 ⁽¹⁾

I

Held by Flagship Ventures Fund
2007, L.P. ⁽²⁾

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

SEC 1473 (7-02)

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

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	497,729	\$ (4)	I	Held by Flagship Ventures Fund 2007, L.P. (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flagship Ventures 2007 General Partner LLC C/O FLAGSHIP VENTURES ONE MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Flagship Ventures Fund 2007, L.P. ONE MEMORIAL DRIVE, 7TH FLOOR CAMBRIDGE, MA 02142	Â	Â X	Â	Â

Signatures

/s/ Noubar B. Afeyan, Ph.D., Authorized Signatory for Flagship Ventures 2007 General Partner, LLC	07/16/2015
**Signature of Reporting Person	Date
/s/ Noubar B. Afeyan, Ph.D., Authorized Signatory for Flagship Ventures Fund 2007, L.P.	07/16/2015
**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) Share amounts reflect a 1-for-4 reverse split of the Issuer's common stock on July 8, 2015.

(2) Flagship Ventures 2007 General Partner, LLC 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.

(3) The shares of Series A Preferred Stock have no expiration date and are convertible into the Issuer's common stock at any time at the option of each holder and automatically convertible upon the written consent of the holders of a majority of the outstanding shares of Series A Preferred Stock in accordance with the Issuer's Certificate of Designations of Series A Preferred Stock to the Issuer's Restated Certificate of Incorporation, as amended.

(4) Each share of Series A Preferred Stock is initially convertible into one share of the Issuer's common stock. The conversion price will be subject to adjustment in the event that the Issuer issues other securities at a price per share less than the conversion price of the Series A Preferred Stock then in effect, subject to specified exceptions, and is also subject to adjustment in connection with stock splits, combinations, dividends and other corporate transactions affecting the common stock. The rights, preferences and privileges of the Series A Preferred Stock include full-ratchet anti-dilution protection until the first anniversary of the date that the Series A Preferred Stock is issued and weighted-average anti-dilution protection thereafter.

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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