

Celladon Corp
Form 3
January 29, 2014

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 *

PFIZER INC

(Last) (First) (Middle)

235 E. 42ND STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/29/2014

3. Issuer Name and Ticker or Trading Symbol
Celladon Corp [CLDN]

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)
____X____ 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)

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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 Expirable Expiration
Date 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)
(Instr. 5)

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

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Series A-1 Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,544,397 <u>(2)</u>	\$ 0 <u>(1)</u>	D	Â
Convertible Promissory Notes	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	\$ 181,818.18	\$ <u>(3)</u>	D	Â
Series A-1 Preferred Warrants	10/15/2013	10/15/2018	Series A-1 Preferred Stock	532,818 <u>(4)</u>	\$ 0.449 <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PFIZER INC 235 E. 42ND STREET NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Susan Grant, Assistant Secretary on behalf of Pfizer Inc.

01/29/2014

 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).

The shares of Series A-1 Preferred Stock have no expiration date and are convertible at any time at the election of the holder. Each share of Series A-1 Preferred Stock will automatically convert on a one-for-one basis into shares of common stock upon the closing of the Issuer's initial public offering.

Share numbers assume or give effect to the 1-for-12.49 reverse stock split of the Issuer's Common Stock effected on October 25, 2013, which will be effective for the Preferred Stock upon its conversion to Common Stock immediately prior to the closing of the Issuer's initial public offering.

Consists of principal, that together with accrued interest, will convert immediately prior to the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price equal to the public offering price of the Common Stock sold in the Issuer's initial public offering.

Share numbers and exercise price do not give effect to the 1-for-12.49 reverse stock split of the Issuer's Common Stock effected on October 25, 2013, which will be effective for the Preferred Stock upon its conversion to Common Stock immediately prior to the closing of the Issuer's initial public offering

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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