

Celladon Corp  
Form 4  
February 06, 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 \*  
PFIZER INC

(Last) (First) (Middle)

235 E. 42ND STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Celladon Corp [CLDN]

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

02/04/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/04/2014                              |                                                             | C                                    | 1,544,397                                                               | A <u>11</u> 1,544,397                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/04/2014                              |                                                             | C                                    | 23,145 <u>(2)</u>                                                       | A \$ 8 1,567,542                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/04/2014                              |                                                             | P                                    | <u>227,261</u><br><u>(3)</u>                                            | A \$ 8 1,794,803                                                                                                   | D                                                                       |                                                                   |

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)

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**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 Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                    |
| Series A-1 Convertible Preferred Stock     | <u>(1)</u>                                             | 02/04/2014                           |                                                    | C                              | 19,289,531 <u>(1)</u>                                                                   | <u>(1)</u>                                               | <u>(1)</u>      | Common Stock                             |
| Convertible Promissory Notes               | \$ 8 <u>(2)</u>                                        | 02/04/2014                           |                                                    | C                              | 23,145                                                                                  | <u>(2)</u>                                               | <u>(2)</u>      | Common Stock                             |
| Series A-1 Preferred Warrants              | \$ 0.449                                               | 02/04/2014                           |                                                    | C <u>(4)</u>                   | 532,818                                                                                 | 10/15/2013                                               | 10/15/2018      | Series A-1 Preferred Stock               |
| Common Warrants                            | \$ 5.61                                                | 02/04/2014                           |                                                    | C <u>(4)</u>                   | 42,659                                                                                  | 10/15/2013                                               | 10/15/2018      | Common Stock                             |

## Reporting Owners

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

## Signatures

/s/ Susan Grant, Assistant Secretary on behalf of Pfizer Inc. 02/06/2014

\_\_\_\_ 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).

(1) Every 12.49 shares of Series A-1 Preferred Stock automatically converted into 1 share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(2) Automatic conversion, in connection with the Issuer's initial public offering, of convertible promissory notes, including principal and accrued interest.

(3) The shares were purchased at the Issuer's initial public offering.

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- (4) Represents the automatic conversion of Series A-1 Preferred Warrants into Common Stock Warrants on a 1-for-12.49 basis upon 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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