

Achaogen Inc
Form 4
March 17, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARCH VENTURE FUND VI LP

(Last) (First) (Middle)

8725 W HIGGINS RD, STE 290

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

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

Achaogen Inc [AKAO]

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

03/17/2014

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)
____ Form filed by One Reporting Person
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2014		C		340,799	A	<u>(1)</u>	340,799	D	<u>(2)</u> <u>(3)</u>
Common Stock	03/17/2014		C		296,879	A	<u>(4)</u>	637,678	D	<u>(2)</u> <u>(3)</u>
Common Stock	03/17/2014		C		469,937	A	<u>(5)</u>	1,107,615	D	<u>(2)</u> <u>(3)</u>
Common Stock	03/17/2014		C		311,042	A	<u>(5)</u>	1,418,657	D	<u>(2)</u> <u>(3)</u>

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

**Persons who respond to the collection of
information contained in this form are not**

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	03/17/2014		C	296,982	<u>(6)</u>	<u>(7)</u>	Common Stock 340,799
Series B Preferred Stock ⁽⁴⁾	<u>(4)</u>	03/17/2014		C	223,441	<u>(6)</u>	<u>(7)</u>	Common Stock 296,879
Series C Preferred Stock ⁽⁵⁾	<u>(5)</u>	03/17/2014		C	469,937	<u>(6)</u>	<u>(7)</u>	Common Stock 469,937
Series D Preferred Stock ⁽⁵⁾	<u>(5)</u>	03/17/2014		C	311,042	<u>(6)</u>	<u>(7)</u>	Common Stock 311,042

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCH VENTURE FUND VI LP 8725 W HIGGINS RD STE 290 CHICAGO, IL 60631		X		
ARCH VENTURE PARTNERS VI LP 8725 W HIGGINS RD STE 290 CHICAGO, IL 60631		X		
ARCH VENTURE PARTNERS VI LLC 8725 W HIGGINS RD STE 290 CHICAGO, IL 60631		X		
		X		

CRANDELL KEITH
8725 W HIGGINS RD
STE 290
CHICAGO, IL 60631

BYBEE CLINTON
8725 W HIGGINS RD
STE 290
CHICAGO, IL 60631

NELSEN ROBERT
8725 W HIGGINS RD
STE 290
CHICAGO, IL 60631

X

X

Signatures

By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH VI

03/17/2014

__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of GPLP

03/17/2014

__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of GPLLC

03/17/2014

__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell

03/17/2014

__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Clinton Bybee

03/17/2014

__Signature of Reporting Person

Date

/s/ Mark McDonnell, as Attorney-in-Fact for Robert Nelsen

03/17/2014

__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) Each share of Series A Preferred Stock automatically converted on a 1-to-1.147541 basis into Common Stock without receipt of any additional consideration immediately prior to the closing of the Issuer's initial public offering on March 17, 2014.

Securities held of record by ARCH Venture Fund VI, L.P. ("ARCH VI"). ARCH Venture Partners VI, L.P. (the "GPLP"), as the sole general partner of ARCH VI, may be deemed to beneficially own certain of the shares held of record by ARCH VI. The GPLP disclaims beneficial ownership of all shares held of record by ARCH VI in which the GPLP does not have an actual pecuniary interest. ARCH

- (2) Venture Partners VI, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by ARCH VI. The GPLLC disclaims beneficial ownership of all shares held of record by ARCH VI in which the GPLLC does not have an actual pecuniary interest. Each of Keith Crandell, Clinton Bybee and Robert Nelsen, as managing directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by ARCH VI.

- (3) Each of Messrs. Crandell, Bybee and Nelsen disclaims beneficial ownership of all shares held of record by ARCH VI except to the extent of their pecuniary interest therein.

- (4) Each share of Series B Preferred Stock automatically converted on a 1-to-1.328671 basis into Common Stock without receipt of any additional consideration immediately prior to the closing of the Issuer's initial public offering on March 17, 2014.

- (5)

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Each share of Series C and Series D Preferred Stock automatically converted on a 1-to-1 basis into Common Stock without receipt of any additional consideration immediately prior to the closing of the Issuer's initial public offering on March 17, 2014.

(6) The shares converted into Common Stock immediately prior to the closing of the Issuer's initial public offering.

(7) The shares do not have an expiration date.

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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