

ACCELERON PHARMA INC

Form 4

December 29, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
ACCELERON PHARMA INC
[XLRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2014

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

C/O FLAGSHIP VENTURES, 1
MEMORIAL DRIVE

(Street)

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

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

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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	12/23/2014		S		51,163	D	\$ 38 (1) 0	I	See Footnote (2)
Common Stock	12/23/2014		S		3,187	D	\$ 38 (1) 0	I	See Footnote (3)
Common Stock							500,420	I	See Footnote (4)
Common							30,248	I	See

Stock			Footnote <u>(5)</u>
Common Stock	13,136	I	See Footnote <u>(6)</u>
Common Stock	251	I	See Footnote <u>(7)</u>
Common Stock	28,734	D	

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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, 1 MEMORIAL DRIVE
CAMBRIDGE, MA 02142

X

Signatures

/s/Edwin M.

Kania, Jr.

12/24/2014

Date

__Signature of
Reporting Person

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).

The price reported in Column 4 is a weighted average price. These shares were disposed of by OneLiberty Ventures 2000, L.P. ("OLV") and OneLiberty Advisors Fund 2000, L.P. ("OLA") in multiple transactions on the Transaction Date at prices ranging from \$37.99 to

(1) \$38.05, inclusive. The reporting person undertakes to provide to Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the foregoing price range.

These shares were held directly by OLV. OneLiberty Partners 2000, LLC ("OLP") is the general partner of OLV. Edwin M. Kania, Jr. is the managing member of OLP and, accordingly, may be deemed to have beneficial ownership with respect to all shares held by OLV. Mr. Kania disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(3) These shares were held directly by OLA. OLP is the general partner of OLA. As managing member of OLP, Edwin M. Kania, Jr. may be deemed to have beneficial ownership with respect to all shares held by OLA. Mr. Kania disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(4) These shares are held directly by Applied Genomic Technology Capital Fund, L.P. ("AGTC Fund"). NewcoGen Group, Inc. ("NewcoGen Inc.") is the sole general partner of AGTC Partners, L.P. ("AGTC Partners"), which is the sole general partner of AGTC Fund. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the directors of Flagship Ventures Management, Inc. and, accordingly, may be deemed to have beneficial ownership with respect to all shares held by AGTC Fund. Each of Mr. Kania and Dr. Afeyan disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(5) These shares are held directly by AGTC Advisors Fund, L.P. ("AGTC Advisors"). NewcoGen Inc. is the sole general partner of AGTC Partners, which is the sole general partner of AGTC Advisors. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. As the directors of Flagship Ventures Management, Inc., Noubar B. Afeyan Ph.D. and Edwin M. Kania, Jr. may be deemed to have beneficial ownership with respect to all shares held by AGTC Advisors. Each of Mr. Kania and Dr. Afeyan disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(6) These shares are held by NewcoGen Group LLC. NewcoGen Inc. is the manager of NewcoGen Group LLC and is a wholly-owned subsidiary of Flagship Ventures Management, Inc. As the directors of Flagship Ventures Management, Inc., Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. may be deemed to have beneficial ownership with respect to all shares held by NewcoGen Group LLC. Each of Mr. Kania and Dr. Afeyan disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(7) These shares are held directly by AGTC Partners. NewcoGen Inc. is the general partner of AGTC Partners. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. As the directors of Flagship Ventures Management, Inc., Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. may be deemed to have beneficial ownership with respect to all shares held by AGTC Partners. Each of Mr. Kania and Dr. Afeyan disclaims beneficial ownership of such shares, 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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