

Achaogen Inc
Form 3
March 11, 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 * | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Â DOMAIN PARTERS VII L P | (Month/Day/Year) | Achaogen Inc [AKAO] |
| (Last) (First) (Middle) | 03/11/2014 | |
| C/O DOMAIN ASSOCIATES, LLC,Â ONE PALMER SQUARE | | 4. Relationship of Reporting Person(s) to Issuer |
| (Street) | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | (Check all applicable) |
| | | ____ Director ____X__ 10% Owner |
| | | ____ Officer ____ Other |
| | | (give title below) (specify below) |
| PRINCETON,Â NJÂ 08542 | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) (State) (Zip) | | __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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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) | 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|-------|-------|-----------------|---------|--------|----------------------------------|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 625,065 | \$ (1) | D | Â |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 926,321 | \$ (1) | D | Â |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 435,663 | \$ (1) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOMAIN PARTERS VII L P C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | Â | Â X | Â | Â |

Signatures

/s/ Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,
General Partner of Domain Partners VII, L.P.

03/11/2014

__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).

(1) All outstanding shares of the Issuer's preferred stock will automatically convert into Common Stock immediately prior to the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration. The preferred stock has no 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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