

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Versant Ventures II LLC

(Last) (First) (Middle)

3000 SAND HILL
ROAD, BUILDING 4, SUITE 210

(Street)

MENLO PARK, CA 94025

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2014		C		6,290	A	<u>(1)</u>	6,341	I	See Footnotes <u>(2)</u> <u>(5)</u>
Common Stock	03/17/2014		C		5,399	A	<u>(6)</u>	11,740	I	See Footnotes <u>(2)</u> <u>(5)</u>
Common Stock	03/17/2014		C		6,320	A	<u>(7)</u>	18,060	I	See Footnotes <u>(2)</u> <u>(5)</u>
Common Stock	03/17/2014		C		5,058	A	<u>(7)</u>	23,118	I	See Footnotes

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Common Stock	03/17/2014	C	2,962	A	<u>(1)</u>	3,240	I	(2) (5) See Footnotes (5) (3)
Common Stock	03/17/2014	C	2,542	A	<u>(6)</u>	5,782	I	See Footnotes (5) (3)
Common Stock	03/17/2014	C	2,975	A	<u>(7)</u>	8,757	I	See Footnotes (5) (3)
Common Stock	03/17/2014	C	2,382	A	<u>(7)</u>	11,139	I	See Footnotes (5) (3)
Common Stock	03/17/2014	C	331,544	A	<u>(1)</u>	362,741	I	See Footnotes (5) (4)
Common Stock	03/17/2014	C	284,492	A	<u>(6)</u>	647,233	I	See Footnotes (5) (4)
Common Stock	03/17/2014	C	333,119	A	<u>(7)</u>	980,352	I	See Footnotes (5) (4)
Common Stock	03/17/2014	C	266,543	A	<u>(7)</u>	1,246,895	I	See Footnotes (5) (4)

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. Amount or Number of Shares
Series A Preferred	<u>(1)</u>	03/17/2014		C	5,482	<u>(8)</u> <u>(9)</u>	Common Stock	6,290

Stock ⁽¹⁾

Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	03/17/2014	C	2,582	<u>(8)</u>	<u>(9)</u>	Common Stock	2,962
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	03/17/2014	C	288,917	<u>(8)</u>	<u>(9)</u>	Common Stock	331,544
Series B Preferred Stock ⁽⁶⁾	<u>(6)</u>	03/17/2014	C	4,063	<u>(8)</u>	<u>(9)</u>	Common Stock	5,399
Series B Preferred Stock ⁽⁶⁾	<u>(6)</u>	03/17/2014	C	1,913	<u>(8)</u>	<u>(9)</u>	Common Stock	2,542
Series B Preferred Stock ⁽⁶⁾	<u>(6)</u>	03/17/2014	C	214,118	<u>(8)</u>	<u>(9)</u>	Common Stock	284,492
Series C Preferred Stock ⁽⁷⁾	<u>(7)</u>	03/17/2014	C	6,320	<u>(8)</u>	<u>(9)</u>	Common Stock	6,320
Series C Preferred Stock ⁽⁷⁾	<u>(7)</u>	03/17/2014	C	2,975	<u>(8)</u>	<u>(9)</u>	Common Stock	2,975
Series C Preferred Stock ⁽⁷⁾	<u>(7)</u>	03/17/2014	C	333,119	<u>(8)</u>	<u>(9)</u>	Common Stock	333,119
Series D Preferred Stock ⁽⁷⁾	<u>(7)</u>	03/17/2014	C	5,058	<u>(8)</u>	<u>(9)</u>	Common Stock	5,058
Series D Preferred Stock ⁽⁷⁾	<u>(7)</u>	03/17/2014	C	2,382	<u>(8)</u>	<u>(9)</u>	Common Stock	2,382
Series D Preferred Stock ⁽⁷⁾	<u>(7)</u>	03/17/2014	C	266,543	<u>(8)</u>	<u>(9)</u>	Common Stock	266,543

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Ventures II LLC 3000 SAND HILL ROAD BUILDING 4, SUITE 210 MENLO PARK, CA 94025		X		

Versant Side Fund II, LP
3000 SAND HILL ROAD
BLDG. 4, STE. 210
MENLO PARK, CA 94025

X

Versant Affiliates Fund II-A, LP
3000 SAND HILL ROAD
BLDG. 4, STE. 210
MENLO PARK, CA 94025

X

Versant Venture Capital II, LP
3000 SAND HILL ROAD
BLDG. 4, STE. 210
MENLO PARK, CA 94025

X

Signatures

Versant Side Fund II, L.P. By: /s/ Robin L. Praeger, Attorney-in-Fact 03/17/2014

__Signature of Reporting Person Date

Versant Venture Capital II, L.P. By: /s/ Robin L. Praeger, Attorney-in-Fact 03/17/2014

__Signature of Reporting Person Date

Versant Affiliates Fund II-A, L.P. By: /s/ Robin L. Praeger, Attorney-In-Fact 03/17/2014

__Signature of Reporting Person Date

Versant Ventures II, LLC By: /s/ Robin L. Praeger, CFO 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 immediately prior to the closing of the Issuer's initial public offering on March 17, 2014.

(2) Securities held of record by Versant Affiliates Fund II-A, L.P. ("VAF-IIA").

(3) Securities held of record by Versant Side Fund II, L.P. ("VSF II").

(4) Securities held of record by Versant Venture Capital II, L.P. ("VVC II").

Versant Ventures II, LLC ("VV II") serves as the sole general partner of VAF II-A, VSF II and VVC II and owns no shares directly. Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, and Barbara N. Lubash, as managing directors of VV II, share voting and investment authority over the shares held by VAF II-A, VSF II and VVC II; however, they disclaim beneficial ownership of the shares held by VAF II-A, VSF II and VVC II except to the extent of their pecuniary interests therein.

(6) Each share of Series B Preferred Stock automatically converted on a 1-to-1.328671 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering on March 17, 2014.

(7) Each share of Series C and Series D Preferred Stock automatically converted on a 1-to-1 basis into Common Stock immediately prior to the closing of the Issuer's initial public offering on March 17, 2014.

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

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

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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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