

CHIMERIX INC
Form 3
April 10, 2013

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 | |
| Canaan VII L P | | (Month/Day/Year) | CHIMERIX INC [CMRX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | |
| 285 RIVERSIDE AVENUE, SUITE 250 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (Street) | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| WESTPORT, CT 06880 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--------------------------|-------|------------|--------------|-----------|---------|---|------------------|
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 1,227,314 | \$ (1) | I | See Footnote (2) |
| Series E Preferred Stock | Â (3) | Â (3) | Common Stock | 826,474 | \$ (3) | I | See Footnote (2) |
| Series F Preferred Stock | Â (4) | Â (4) | Common Stock | 847,136 | \$ (4) | I | See Footnote (2) |
| Warrant | Â (5) | 02/07/2018 | Common Stock | 211,783 | \$ 7.26 | I | See Footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Canaan VII L P 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880 | Â | Â X | Â | Â |
| Canaan Partners VII LLC 285 RIVERSIDE AVENUE STE. 250 WESTPORT, CT 06880 | Â | Â X | Â | Â |

Signatures

Canaan VII L.P., By: Canaan Partners VII LLC, its general partner, By: /s/ Jaime Slocum, Attorney-in-Fact 04/10/2013

**Signature of Reporting Person

Date

Canaan Partners VII LLC, By: /s/ Jaime Slocum, Attorney-in-Fact 04/10/2013

**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).

The Series D Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically
 (1) convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series D Preferred Stock, for no additional consideration.

Canaan Partners VII LLC (Canaan VII) is the sole General Partner of Canaan VII L.P. (together with Canaan VII, the "Canaan Entities")
 (2) and each may be deemed to have sole voting and investment power over the securities held by the Reporting Person. Wende S. Hutton, a manager of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors.

The Series E Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically
 (3) convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series E Preferred Stock, for no additional consideration

The Series F Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically
 (4) convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series F Preferred Stock, for no additional consideration

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(5) The warrant is immediately exercisable.

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Remarks:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney,Â ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.