

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 | |
| Â Sanderling Venture Partners V, LP | | | (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) |
| 400 SOUTH EL CAMINO REAL,Â SUITE 1200 | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN MATEO,Â CAÂ 94402 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | | <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) |
|---------------------------------|---|--|---|
| Common Stock | 112,674 | I | SEE FOOTNOTE ⁽¹⁾ |

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 | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------|
| Series A Preferred Stock | Â (2) | Â (2) | Common Stock | 183,096 | \$ (2) | I | SEE FOOTNOTE (1) |
| Series B Preferred Stock | Â (3) | Â (3) | Common Stock | 474,330 | \$ (3) | I | SEE FOOTNOTE (1) |
| Series B-1 Preferred Stock | Â (4) | Â (4) | Common Stock | 469,480 | \$ (4) | I | SEE FOOTNOTE (1) |
| Series C Preferred Stock | Â (5) | Â (5) | Common Stock | 695,496 | \$ (5) | I | SEE FOOTNOTE (1) |
| Series D Preferred Stock | Â (6) | Â (6) | Common Stock | 771,372 | \$ (6) | I | SEE FOOTNOTE (1) |
| Series E Preferred Stock | Â (7) | Â (7) | Common Stock | 619,852 | \$ (7) | I | SEE FOOTNOTE (1) |
| Series F Preferred Stock | Â (8) | Â (8) | Common Stock | 792,037 | \$ (8) | I | SEE FOOTNOTE (1) |
| Warrants | Â (9) | 02/11/2018 | Common Stock | 198,008 | \$ 7.26 | I | SEE FOOTNOTE (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanderling Venture Partners V, LP 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |
| Sanderling VI Limited Partnership 400 S. EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |
| Sanderling Ventures Management VI 400 S. EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402 | Â | Â X | Â | Â |

Signatures

See Signatures Included in Exhibit 99.2 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).

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- (1) See attached Exhibit 99.1.

The Series A Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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 A Preferred Stock, for no additional consideration.

- (2) The Series B Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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 B Preferred Stock, for no additional consideration.

- (3) The Series B-1 Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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 B-1 Preferred Stock, for no additional consideration.

- (4) The Series C Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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 C Preferred Stock, for no additional consideration.

- (5) The Series D Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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.

- (6) The Series E Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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.

- (7) The Series F Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically 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.

- (8) The warrants are immediately exercisable.

Â

Remarks:

Form 3 filing of 2. See Form 3 filing 1 of 2 for additional members of this joint filing.

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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