

ARATANA THERAPEUTICS, INC.

Form 4

July 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
Avalon Ventures IX, L.P.

2. Issuer Name and Ticker or Trading Symbol
ARATANA THERAPEUTICS, INC.
[PETX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1134 KLINE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2013

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

LA JOLLA, CA 92037

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

(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	07/02/2013		C		2,406,739	A	Ⓛ 2,642,668 ⁽²⁾
Common Stock	07/02/2013		C		802,246	A	Ⓛ 3,444,914
Common Stock	07/02/2013		C		225,631	A	Ⓛ 3,670,545

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

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(9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	\$ 1.662 ⁽¹⁾	07/02/2013		C	4,000,000	⁽³⁾ ⁽⁴⁾	Common Stock 2,406,
Series B Convertible Preferred Stock	\$ 4.986 ⁽¹⁾	07/02/2013		C	1,333,333	⁽³⁾ ⁽⁴⁾	Common Stock 802,2
Series C Convertible Preferred Stock	\$ 6.648 ⁽¹⁾	07/02/2013		C	375,000	⁽³⁾ ⁽⁴⁾	Common Stock 225,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avalon Ventures IX, L.P. 1134 KLINE STREET LA JOLLA, CA 92037		X		
Avalon Ventures IX GP, LLC 1134 KLINE STREET LA JOLLA, CA 92037		X		

Signatures

Avalon Ventures IX, LP, /s/ Douglas Downs, Douglas Downs, Authorized Signatory	07/05/2013
_____ **Signature of Reporting Person	Date
Avalon Ventures IX GP, LLC, /s/ Douglas Downs, Douglas Downs, Authorized Signatory	07/05/2013
_____ **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).
Each share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock automatically converted into 0.6016847 of a share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares had no expiration date.
- (1) Immediately prior to the closing of the Issuer's initial public offering, the Issuer issued 235,929 shares of its Common Stock to the holders of its Series A, B and C Preferred Stock in satisfaction of accumulated and unpaid dividends.
- (3) Immediately.
- (4) Not applicable.

Remarks:

Avalon Ventures IX, LP holds of record and thereby beneficially owns and has sole direct power to vote and dispose of 5,708,

Name and Address of Other Reporting Persons:

Avalon Ventures IX GP, LLC
1134 Kline Street
La Jolla, CA 92037

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.