

BELLICUM PHARMACEUTICALS, INC

Form 4

December 23, 2014

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 *
BROWN JAMES F

(Last) (First) (Middle)

C/O BELLICUM
PHARMACEUTICALS, INC., 2130
W. HOLCOMBE BLVD., STE. 800

(Street)

HOUSTON, TX 77030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BELLICUM
PHARMACEUTICALS, INC
[BLCM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 | 12/23/2014 | | C | | 679,650 <u>(1)</u> <u>(2)</u> | A | <u>(3)</u> 679,650 <u>(1)</u> | I | By AVG Ventures, LP |
| Common Stock | 12/23/2014 | | C | | 202,372 <u>(1)</u> <u>(2)</u> | A | <u>(4)</u> 882,022 <u>(1)</u> | I | By AVG Ventures, LP |
| Common Stock | 12/23/2014 | | J ⁽⁵⁾ | | 23,300 <u>(1)</u> | A | \$ 0 905,322 <u>(1)</u> | I | By AVG Ventures, LP |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series B Convertible Preferred Stock | (3) | 12/23/2014 | | C | 1,155,405 (1) (2) | (3) | (3) | Common Stock | 679,650 (1) (2) |
| Series C Convertible Preferred Stock | (4) | 12/23/2014 | | C | 344,033 (1) (2) | (4) | (4) | Common Stock | 202,370 (1) (2) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN JAMES F
C/O BELLICUM PHARMACEUTICALS, INC.
2130 W. HOLCOMBE BLVD., STE. 800
HOUSTON, TX 77030

X

Signatures

/s/ James F. Brown
12/23/2014

**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).

The Reporting Person is the manager of AVG Ventures GP, LLC, which is general partner of AVG Ventures, LP, which owns the reported securities. The Reporting Person shares voting and investment power with respect to shares held by AVG Ventures, LP. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (2) Reflects 1.7-for-1 reverse stock split which became effective on December 5, 2014.
- (3) The Series B Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.
- (4) The Series C Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.

- On December 4, 2014, the Board of Directors of the Issuer declared a dividend payable to all holders of records of the Series B Convertible Participating Preferred Stock of the Issuer on December 16, 2014, payable in the form of cash or in shares of Common Stock of the Issuer, at the option of each holder. The dividends occurred in connection with the closing of the Issuer's public offering. The Reporting Person elected to receive the shares of Common Stock.
- (5)

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.