

CHIMERIX INC
Form 4
April 16, 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 *
ALTA BIOPHARMA PARTNERS III LP

(Last) (First) (Middle)

**ONE EMBARCADERO CENTER,
37TH FLOOR**

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHIMERIX INC [CMRX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2013

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)
Stockholder

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/16/2013		C		826,474	A	(1)	826,474	I (2)	See Footnote (2)
Common Stock	04/16/2013		C		688,729	A	(3)	1,515,203	I (2)	See Footnote (2)
Common Stock	04/16/2013		C		550,982	A	(4)	2,161,829 (5)	I (2)	See Footnote (2)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series D Preferred Stock	(1)	04/16/2012		C	V	(A) 2,933,986	(D)	(1)	(1)	Common Stock	826,474
Series E Preferred Stock	(3)	04/16/2012		C	V	(A) 2,444,990	(D)	(3)	(3)	Common Stock	688,729
Series F Preferred Stock	(4)	04/16/2012		C	V	(A) 1,955,991	(D)	(4)	(4)	Common Stock	550,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111				Stockholder
ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111				Stockholder
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111				Stockholder

Signatures

See Signatures Included in Exhibit 99.2 04/16/2013

**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).

- (1) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series D Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (2) See attached Exhibit 99.1
- (3) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series E Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (4) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series F Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.

Includes an aggregate of 95,644 shares issued as payment of accrued dividends on the Series F Preferred Stock held as follows: 87,602 shares held by Alta Biopharma Partners III, L.P., 5,883 shares held by Alta Biopharma Partners III GmbH & Co. Beteiligungs KG and 2,159 shares held by Alta Embarcadero Biopharma Partners III, LLC.

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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