

Hutton Wende S
Form 4
April 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
Hutton Wende S

(Last) (First) (Middle)

C/O CHIMERIX, INC., 2505
MERIDIAN PARKWAY, SUITE
340

(Street)

DURHAM,, NC 27713

(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)

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	04/16/2013		C		12,397	A	(1) 12,397	I	See Footnote (2)
Common Stock	04/16/2013		C		1,227,314	A	(1) 1,239,711	I	See Footnote (3)
Common Stock	04/16/2013		C		826,474	A	(4) 2,066,185	I	See Footnote (3)
Common Stock	04/16/2013		C		847,136	A	(5) 3,060,375 (6)	I	See

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Stock

Footnote
(3)

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	<u>(1)</u>	04/16/2012		C	V	(A) 44,010	(D)	<u>(1)</u>	<u>(1)</u>	Common Stock	12,397
Series D Preferred Stock	<u>(1)</u>	04/16/2012		C	V	(A) 4,356,968	(D)	<u>(1)</u>	<u>(1)</u>	Common Stock	1,227,311
Series E Preferred Stock	<u>(4)</u>	04/16/2012		C	V	(A) 2,933,986	(D)	<u>(4)</u>	<u>(4)</u>	Common Stock	826,474
Series F Preferred Stock	<u>(5)</u>	04/16/2012		C	V	(A) 3,007,335	(D)	<u>(5)</u>	<u>(5)</u>	Common Stock	847,136

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutton Wende S C/O CHIMERIX, INC. 2505 MERIDIAN PARKWAY, SUITE 340 DURHAM,, NC 27713	X	X		

Signatures

Wende S. Hutton, By: /s/ Jaime Slocum,
Attorney-in-Fact

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) Ms. Hutton is a trustee of The Hutton Living Trust dated 12/10/96.
The securities are held directly by Canaan VII L.P. Ms. Hutton disclaims beneficial ownership over the securities owned by Canaan VII L.P., and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of her pecuniary interest, if any, in the securities by virtue of the limited liability company interests she owns in Canaan Partners VII LLC, the general partner of Canaan VII L.P.
- (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.
- (5) Includes 147,054 shares issued as payment of accrued dividends on the Series F Preferred Stock.

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.