

ACCELERON PHARMA INC

Form 4

November 18, 2016

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 *
George Jean

(Last) (First) (Middle)

C/O ADVANCED TECHNOLOGY VENTURE, 500 BOYLSTON STREET, SUITE 1380

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACCELERON PHARMA INC [XLRN]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2016

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 | 11/16/2016 | | S | | 32,929 (1) | D | \$ 41.39 (2) | 420,576 (3) | I | See footnotes (4) (5) |
| Common Stock | 11/17/2016 | | S | | 41,112 (6) | D | \$ 39.13 (7) | 379,464 (8) | I | See footnotes (4) (5) |
| Common Stock | 11/17/2016 | | S | | 379,464 (9) | D | \$ 38.05 | 0 | I | See footnotes (4) (5) |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

George Jean
C/O ADVANCED TECHNOLOGY VENTURE
500 BOYLSTON STREET, SUITE 1380
BOSTON, MA 02116

X

Signatures

/s/ Jean George 11/18/2016

__Signature of Date
Reporting Person

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).

Represents 30,849 shares, 1,238 shares, 595 shares, 184 shares and 63 shares that were held directly, and sold, by Advanced Technology Ventures VII, L.P. ("ATV VII"), Advanced Technology Ventures VII (B), L.P. ("ATV VII B"), Advanced Technology Ventures VII (C), L.P. ("ATV VII C"), ATV Entrepreneurs VII, L.P. ("ATV VII E") and ATV Alliance 2003, L.P. ("ATV 2003"), respectively.

Represents weighted average price. The shares were sold at prices ranging from \$41.31 to \$41.47. The reporting person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Represents 394,006 shares, 15,811 shares, 7,600 shares, 2,347 shares and 812 shares held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.

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(4) ATV Associates VII, L.L.C. ("ATV A VII") is the general partner of ATV VII, ATV VII B, ATV VII C and ATV VII E and exercises voting and dispositive authority over the shares held by ATV VII, ATV VII B, ATV VII C and ATV VII E. Jean George is a managing director of ATV A VII and exercises voting and dispositive decisions of ATV A VII collectively with each of four other managing directors. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.

(5) ATV Alliance Associates, L.L.C. ("ATV Alliance LLC") is the general partner of ATV 2003 and exercises voting and dispositive authority over the shares held by ATV 2003. Voting and dispositive decisions of ATV Alliance LLC are made by Ms. George. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.

(6) Represents 38,515 shares, 1,546 shares, 743 shares, 229 shares and 79 shares that were held directly, and sold, by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.

(7) Represents weighted average price. The shares were sold at prices ranging from \$39.05 to 39.56. The reporting person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(8) Represents 355,491 shares, 14,265 shares, 6,857 shares, 2,118 shares and 733 shares held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.

(9) Represents 355,491 shares, 14,265 shares, 6,857 shares, 2,118 shares and 733 shares that were held directly, and sold, by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.

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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