CHIMERIX INC
Form 4
April 16, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sanderling Venture Partners V, LP

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL, SUITE 1200

(Street)

SAN MATEO, CA 94402

(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
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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		183,096	A	(1)	183,096	I	See Footnote (2)
Common Stock	04/16/2013		C		474,330	A	(3)	657,426	I	See Footnote (2)
Common Stock	04/16/2013		C		469,480	A	(4)	1,126,906	I	See Footnote (2)
Common Stock	04/16/2013		C		695,496	A	(5)	1,822,402	I	See Footnote

									(2)
Common Stock	04/16/2013		C	771,372	A	(6)	2,593,774	I	See Footnote (2)
Common Stock	04/16/2013		C	619,852	A	(7)	3,213,626	I	See Footnote (2)
Common Stock	04/16/2013		C	792,037	A	(8)	4,143,152 (9)	I	See Footnote (2)

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

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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 or Number of Shares
Series A Preferred Stock	(1)	04/16/2012		C			650,000	(1)	(1)	Common Stock	183,096
Series B Preferred Stock	(3)	04/16/2012		C			1,683,879	(3)	(3)	Common Stock	474,330
Series B-1 Preferred Stock	(4)	04/16/2012		C			1,666,667	(4)	(4)	Common Stock	469,480
Series C Preferred Stock	(5)	04/16/2012		C			2,469,034	(5)	(5)	Common Stock	695,496
Series D Preferred Stock	(6)	04/16/2012		C			2,738,386	(6)	(6)	Common Stock	771,372
Series E Preferred	(7)	04/16/2012		C			2,200,490	(7)	(7)	Common Stock	619,852

Stock									
Series F Preferred Stock	(8)	04/16/2012		C	2,811,735	(8)	(8)	Common Stock	792,037

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanderling Venture Partners V, LP 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402		X		
Sanderling VI Limited Partnership 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402		X		
Sanderling Ventures Management VI 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402		X		

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 A 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 B 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 B-1 Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.

(5) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series C Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.

(6) 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.

(7) 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.

(8) 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.

(9) Includes 137,489 shares issued as payment of accrued dividends on the Series F Preferred Stock.

Remarks:

Form 4 filing 2 of 2. See Form 4 filing 1 of 2 for additional members of this joint filing.

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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Explanation of Responses: