ACCELERON PHARMA INC

Form 4/A June 03, 2015

FORM 4

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

OMB

Expires:

Check this box if no longer

3235-0287 Number: January 31,

2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGUIRE TERRANCE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

ACCELERON PHARMA INC

(Check all applicable)

[XLRN]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 12/11/2014

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

12/15/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

WALTHAM, MA 02451

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

(D) Amount

Code V Price

Common 12/11/2014 Stock

407,256 J(1)\$0 D (2)(3)

 $2,214,482^{(4)}$ (5)(6)

See Footnote (4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title o | of 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|------------|---------------|---------------------|--------------------|-------------------|---------------------------------|----------------------------------|-------------|--------------|-----------------|-------------|--------|
| Derivativ | ve Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate Amou | | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Instr. 8) Derivative Securities | | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | | | | (Instr. 3 ar | :. 3 and 4) | d 4) | Owne |
| | Security | | | | Acquired | uired | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Expiration Exercisable Date | Expiration | T:41- | or True N. 1 | | |
| | | | | | | | - | Title | Number | | |
| | | | | C-1- V | (A) (D) | | | | of Shares | | |
| | | | | Code V | (A) (I)) | | | | Snares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451



Signatures

Terrance 06/03/2015 **McGuire**

**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 a pro rata distribution without additional consideration by Polaris Venture Partners IV, L.P. ("PVP IV") and Polaris Venture Partners Entrepreneurs Fund IV, L.P. ("PVPE IV" and, together with PVP IV, the "Funds"), to its partners.
- Represents 400,000 shares and 7,256 shares that were held directly by PVP IV and PVPE IV, respectively.
- The initial Form 4 filed on December 15, 2014 by the Reporting Person omitted shares distributed pro rata without additional (3)consideration by Polaris Venture Management Co. IV, L.L.C. ("PVM IV") to its members.

Represents 2,173,175 shares, 39,312 shares, and 1,995 shares that are held directly by PVP IV, PVPE IV and PVM IV, the general partner of each of the Funds, respectively. PVM IV disclaims beneficial ownership of the Funds' securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except

(4) to the extent of its pecuniary interest, if any, therein. Each of Jonathan A. Flint and Terrance G. McGuire are the managing members of PVM IV. Each of Messrs. Flint and McGuire disclaims beneficial ownership of the Funds' and PVM IV's securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest, if any, therein.

(5)

Reporting Owners 2

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Includes a pro rata distribution without additional consideration of 194,362 shares by PVP IV and 3,643 shares by PVPE IV, each on June 2, 2014, as reported on a Form 4 filed by the Funds, PVM IV and the Reporting Person on June 4, 2014.

(6) The initial Form 4 filed on December 15, 2014 by the Reporting Person overstated the number of shares held by PVM IV.

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.