

CHIMERIX INC
Form 4
September 11, 2014

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 *
NIEDEL JAMES

(Last) (First) (Middle)

C/O NEW LEAF VENTURES, TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2014

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)
Common Stock	09/09/2014		S	217,321 D	\$ 28.72 (1) 1,326,073	I (2)	See Footnote
Common Stock	09/09/2014		S	58,531 D	\$ 29.67 (3) 1,267,542	I (2)	See Footnote
Common Stock	09/09/2014		X	200,879 A	\$ 7.26 1,468,421	I (2)	See Footnote
Common Stock	09/09/2014		S(4)	51,100 D	\$ 28.54 1,417,321	I (2)	See Footnote

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Common Stock	09/10/2014	S	347,188	D	\$ <u>(5)</u>	29.54	1,070,133	I <u>(2)</u>	See Footnote
Common Stock	09/10/2014	X	401,758	A	\$ 7.26		1,471,891	I <u>(2)</u>	See Footnote
Common Stock	09/10/2014	S ⁽⁶⁾	97,129	D	\$ 30.03		1,374,762	I <u>(2)</u>	See Footnote
Common Stock	09/11/2014	S	328,680	D	\$ <u>(7)</u>	29.58	1,046,082	I <u>(2)</u>	See Footnote

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	\$ 7.26	09/09/2014		X	200,879	<u>(8)</u>	02/07/2018	Common Stock	200,879
Warrant	\$ 7.26	09/10/2014		X	401,758	<u>(8)</u>	02/07/2018	Common Stock	401,758

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEDEL JAMES C/O NEW LEAF VENTURES TIMES SQUARE TOWER, 7 TIMES SQ, STE 3502 NEW YORK, NY 10036	X			

Signatures

/s/ Craig L. Slutzkin, as Attorney-in-Fact for James
Niedel

09/11/2014

__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) The price reported in Column 4 is a weighted average price (net of commissions of \$0.04 per share). These shares were sold in multiple transactions at prices ranging from \$28.50 to \$29.49, inclusive. The Reporting Person undertakes to provide to CMRX, any security holder of CMRX, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1, 3, 5 and 7.

(2) The securities are directly held by New Leaf Ventures II, L.P. ("NLV II") and indirectly held by New Leaf Venture Associates II, L.P. ("NLV Associates"), the sole general partner of NLV II, and New Leaf Venture Management II, L.L.C. ("NLV Management"), the sole general partner of NLV Associates. As an individual manager of NLV Management, along with five other individual managers, the Reporting Person may be deemed to beneficially own the shares to which this Form 4 relate. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) The price reported in Column 4 is a weighted average price (net of commissions of \$0.04 per share). These shares were sold in multiple transactions at prices ranging from \$29.50 to \$29.73, inclusive.

(4) On September 9, 2014, NLV II exercised warrants to purchase 200,879 shares of CMRX common stock for \$7.26 a share. NLV II paid the exercise price on a cashless basis, resulting in CMRX's withholding of 51,100 of the warrant shares to pay the exercise price and issuing to NLV II the remaining 147,779 shares.

(5) The price reported in Column 4 is a weighted average price (net of commissions of \$0.04 per share). These shares were sold in multiple transactions at prices ranging from \$29.16 to \$30.03, inclusive.

(6) On September 10, 2014, NLV II exercised warrants to purchase 401,758 shares of CMRX common stock for \$7.26 a share. NLV II paid the exercise price on a cashless basis, resulting in CMRX's withholding of 97,129 of the warrant shares to pay the exercise price and issuing to NLV II the remaining 304,629 shares.

(7) The price reported in Column 4 is a weighted average price (net of commissions of \$0.04 per share). These shares were sold in multiple transactions at prices ranging from \$29.50 to \$30.43, inclusive.

(8) The Warrants are immediately exercisable.

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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