

SANDERLING V LTD PARTNERSHIP
 Form 4
 April 16, 2013

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 *
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/16/2013		C		183,096	A	<u>(1)</u> 183,096	I	See Footnote <u>(2)</u>
Common Stock	04/16/2013		C		474,330	A	<u>(3)</u> 657,426	I	See Footnote <u>(2)</u>
Common Stock	04/16/2013		C		469,480	A	<u>(4)</u> 1,126,906	I	See Footnote <u>(2)</u>
Common Stock	04/16/2013		C		695,496	A	<u>(5)</u> 1,822,402	I	See Footnote

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

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
Series A Preferred Stock	<u>(1)</u>	04/16/2012		C	650,000	<u>(1)</u> <u>(1)</u>	Common Stock 183,096
Series B Preferred Stock	<u>(3)</u>	04/16/2012		C	1,683,879	<u>(3)</u> <u>(3)</u>	Common Stock 474,330
Series B-1 Preferred Stock	<u>(4)</u>	04/16/2012		C	1,666,667	<u>(4)</u> <u>(4)</u>	Common Stock 469,480
Series C Preferred Stock	<u>(5)</u>	04/16/2012		C	2,469,034	<u>(5)</u> <u>(5)</u>	Common Stock 695,496
Series D Preferred Stock	<u>(6)</u>	04/16/2012		C	2,738,386	<u>(6)</u> <u>(6)</u>	Common Stock 771,372
Series E Preferred	<u>(7)</u>	04/16/2012		C	2,200,490	<u>(7)</u> <u>(7)</u>	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 V BIOMEDICAL LP		X		
SANDERLING V LTD PARTNERSHIP 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
SANDERLING V BETEILIGUNGS GMBH & CO KG 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402-1708		X		
SANDERLING VENTURES MANAGEMENT V 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
SANDERLING V BIOMEDICAL CO INVESTMENT FUND LP 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402-1708		X		
Sanderling Venture Partners V Co Investment Fund, LP 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402		X		
Sanderling V Strategic Exit Fund LP 400 SOUTH EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402		X		
Sanderling Venture Partners VI Co Investment Fund LP 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
Sanderling VI Beteiligungs GmbH & Co KG 400 S. 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 1 of 2. See Form 4 filing 2 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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