

BioAmber Inc.
Form SC 13D/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

BioAmber Inc.
(Name of Issuer)

Common Stock, par value \$0.01
(Title of Class of Securities)

09072Q 106
(CUSIP Number)

Christophe Blanche

Sofinnova Partners

Immeuble le Centorial

16-18 rue du 4 Septembre

75002 Paris

France

(+33) 1 53 05 41 04

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Name of Reporting Persons

1. Sofinnova Capital VI FCPR ("SC VI")
 EIN: 98-0583711
 Check the Appropriate Box if a Member of a Group (see instructions) ..

2.(a) ..
 (b) x
 SEC USE ONLY

3. Source of Funds (see instructions)

4. WC
 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

5. Citizenship or Place of Organization

6. France
 Sole Voting Power

7. 3,294,037 shares, except that Sofinnova Partners SAS, a French corporation ("SP SAS"), the management company of SC VI, may be deemed to have sole voting power, and Denis Lucquin ("Lucquin"), Antoine Papiernik ("Papiernik"), Monique Saulnier ("Saulnier"), Henriette Richter ("Richter"), and Graziano Seghezzi ("Seghezzi"), the managing partners of SP SAS, may be deemed to have shared power to vote these shares.
 Shared Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With

8. See row 7.

9. Sole Dispositive Power

3,294,037 shares, except that SP SAS, the management company of SC VI, may be deemed to have sole power to dispose of these shares, and Lucquin, Papiernik, Saulnier, Richter, and Seghezzi, the managing partners of SP SAS, may be deemed to have shared power to dispose of these shares.
Shared Dispositive Power

10.

See row 9.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

00

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Name of Reporting Persons

1.

Sofinnova Partners SAS, a French corporation (“SP SAS”)
 Check the Appropriate Box if a Member of a Group (see instructions)

..

2.(a)

x

(b)
 SEC USE ONLY

3.

Source of Funds (see instructions)

4.

00
 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

5.

Citizenship or Place of Organization

6.

France
 Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

7. 3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Lucquin, Papiernik, Saulnier, Richter, and Seghezzi, the managing partners of SP SAS, may be deemed to have shared power to vote these shares.

Shared Voting Power

8.

See row 7.

9. Sole Dispositive Power

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3,294,037 shares, except that SP SAS, the management company of SC VI, may be deemed to have sole power to dispose of these shares, and Lucquin, Papiernik, Saulnier, Richter, and Seghezzi, the managing partners of SP SAS, may be deemed to have shared power to dispose of these shares.
Shared Dispositive Power

10.

See row 9.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

00

CUSIP No. 09072Q 106 Page 4 of 11

Name of Reporting Persons

1.

Denis Lucquin (“Lucquin”)

Check the Appropriate Box if a Member of a Group (see instructions)

2.(a) ..

(b) x

SEC USE ONLY

3.

Source of Funds (see instructions)

4.

00

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5. ..

Citizenship or Place of Organization

6.

French Citizen

Number of Sole Voting Power
Shares

Beneficially 7.

Owned by

Each 0

Reporting Shared Voting Power

Person With

8.

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Lucquin, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.

Sole Dispositive Power

9.

0

10. Shared Dispositive Power

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Lucquin, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

IN

CUSIP No. 09072Q 106 Page 5 of 11

Name of Reporting Persons

1.

Antoine Papiernik (“Papiernik”)

Check the Appropriate Box if a Member of a Group (see instructions)

2.(a) ..

(b) x

SEC USE ONLY

3.

Source of Funds (see instructions)

4.

00

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5. ..

Citizenship or Place of Organization

6.

French Citizen

Number of Sole Voting Power
Shares

Beneficially 7.

Owned by

Each 0

Reporting Shared Voting Power

Person With

8.

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Papiernik, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.

Sole Dispositive Power

9.

0

10. Shared Dispositive Power

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Papiernik, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

IN

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Name of Reporting Persons

1.

Monique Saulnier (“Saulnier”)

Check the Appropriate Box if a Member of a Group (see instructions)

2.(a) ..

(b) x

SEC USE ONLY

3.

Source of Funds (see instructions)

4.

00

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5. ..

Citizenship or Place of Organization

6.

French Citizen

Number of Sole Voting Power
Shares

Beneficially 7.

Owned by

Each 0

Reporting Shared Voting Power

Person With

8.

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Saulnier, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.

Sole Dispositive Power

9.

0

10. Shared Dispositive Power

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Saulnier, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

IN

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Name of Reporting Persons

1.

Henriette Richter (“Richter”)
 Check the Appropriate Box if a Member of a Group (see instructions)

..

2.(a)

x

(b)
 SEC USE ONLY

3.

Source of Funds (see instructions)

4.

00
 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

5.

Citizenship or Place of Organization

6.

Danish Citizen

Number of Sole Voting Power
 Shares Beneficially 7.
 Owned by

Each 0
 Reporting Shared Voting Power
 Person With

8.

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Richter, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.

Sole Dispositive Power

9.

0

10. Shared Dispositive Power

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Richter, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

IN

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Name of Reporting Persons

1.

Graziano Seghezzi (“Seghezzi”)

Check the Appropriate Box if a Member of a Group (see instructions)

..

2.(a)

x

(b)

SEC USE ONLY

3.

Source of Funds (see instructions)

4.

00

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

5.

Citizenship or Place of Organization

6.

Italian Citizen

Number of Shares Beneficially Owned by Each Reporting Person With

Sole Voting Power

7.

0

Shared Voting Power

8.

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have sole voting power, and Seghezzi, a managing partner of SP SAS, may be deemed to have shared power to vote these shares.

Sole Dispositive Power

9.

0

10. Shared Dispositive Power

3,294,037 shares, of which 3,294,037 shares are owned directly by SC VI. SP SAS, the management company of SC VI, may be deemed to have power to dispose of these shares, and Seghezzi, a managing partner of SP SAS, may be deemed to have shared power to dispose of these shares.

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,294,037

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (see instructions)

12.

Percent of Class Represented by Amount in Row 11

13.

2.5%

Type of Reporting Person (see instructions)

14.

IN

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This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Schedule 13D (the “Schedule 13D”) filed with the Securities and Exchange Commission (the “SEC”) by SC IV, SP SAS, and Denis Lucquin (“Lucquin”), Antoine Papiernik (“Papiernik”), Monique Saulnier (“Saulnier”), the managing partners of SP SAS (collectively, the “Listed Persons” and together with SC IV and SP SAS, the “Filing Persons”) on May 21, 2013. Rafaèle Tordjman ceased to be a managing partner of SP SAS on February 28, 2017, and is not a Listed Person on this Amendment No. 2. Graziano Seghezzi (“Seghezzi”) and Henriette Richter (“Richter”) became managing partners of SP SAS and each is included as a Listed Person on this Amendment No. 2. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D, as amended. The sole purpose of this Amendment No. 2 is to report that the Filing Persons own less than a 5% interest in the issuer solely due to an increase in the total outstanding ordinary shares of the issuer.

Item 5. Interest in Securities of the Issuer.

(e) The Filing Persons ceased to be the beneficial owner of more than 5% of the class of securities on March 27, 2018.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

SOFINNOVA CAPITAL VI FCPR

By: SOFINNOVA PARTNERS SAS

Its: Management Company

/s/ Denis Lucquin
Denis Lucquin

By: /s/ Monique Saulnier

Name: Monique Saulnier

Title: Managing Director and CFO

/s/ Antoine Papiernik
Antoine Papiernik

SOFINNOVA PARTNERS SAS

/s/ Henriette Richter
Henriette Richter

By: /s/ Monique Saulnier

Name: Monique Saulnier

Title: Managing Director and CFO

/s/ Monique Saulnier
Monique Saulnier

/s/ Graziano Seghezzi
Graziano Seghezzi

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EXHIBIT A

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common stock of ProQR Therapeutics N.V. and further agree that this agreement be included as an exhibit to such filing. Each party to this agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 13th day of February, 2019.

SOFINNOVA CAPITAL VI FCPR

By: SOFINNOVA PARTNERS SAS

Its: Management Company

/s/ Denis Lucquin

Denis Lucquin

By: /s/ Monique Saulnier

Name: Monique Saulnier

/s/ Antoine Papiernik

Title: Managing Director and CFO

Antoine Papiernik

SOFINNOVA PARTNERS SAS

/s/ Henrijette Richter

Henrijette Richter

By: /s/ Monique Saulnier

Name: Monique Saulnier

/s/ Monique Saulnier

Title: SManaging Director and CFO

Monique Saulnier

/s/ Graziano Seghezzi

Graziano Seghezzi