

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 01, 2014

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 *
 ORONSKY ARNOLD L

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O APPLIED GENETIC TECHNOLOGIES CORP., 11801 RESEARCH DRIVE, SUITE D
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

ALACHUA, FL 32615
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	04/01/2014		C	1,376,480	A <u>1</u> 1,376,480	I	See footnotes <u>(2)</u>
Common Stock	04/01/2014		<u>P</u> ⁽³⁾	75,736	A <u>\$ 12</u> ⁽³⁾ 1,452,216	I	See footnotes <u>(2)</u>

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A-1 Convertible Preferred Stock	(1)	04/01/2014		C		11,479,011		(1)	(4)	Common Stock
Series B-1 Convertible Preferred Stock	(1)	04/01/2014		C		6,409,436		(1)	(4)	Common Stock
Series B-2 Convertible Preferred Stock	(1)	04/01/2014		C		11,893,926		(1)	(4)	Common Stock
Series B-3 Convertible Preferred Stock	(1)	04/01/2014		C		5,699,111		(1)	(4)	Common Stock
Series B-1 Warrant	\$ 0.1297 (5)	04/01/2014		C		416,361 (5)		(6)	05/02/2017	Series B Convertible Preferred Stock
Common Stock Warrant	\$ 4.54 (5)	04/01/2014		C		11,895 (5)		(6)	05/02/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORONSKY ARNOLD L C/O APPLIED GENETIC TECHNOLOGIES CORP. 11801 RESEARCH DRIVE, SUITE D ALACHUA, FL 32615	X	X		

Signatures

/s/ Hemmie Chang, attorney-in-fact for Arnold L.
Oronsky

04/01/2014

__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) Each share of convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.

Held of record by entities affiliated with InterWest Partners. InterWest Management Partners VIII, LLC ("IMP8") is the general partner of the entities affiliated with InterWest Partners. The reporting person is a managing director of IMP8. The reporting person shares voting and investment control over the shares with the other managing directors of IMP8, and disclaims beneficial ownership of all the shares held by the entities affiliated with InterWest Partners and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his proportionate pecuniary interest therein.
- (3) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.
- (4) The shares had no expiration date.
- (5) Each share of Series B-1 convertible preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering on a 1-for-35 basis.
- (6) Warrant was fully exercisable upon original issue.

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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