

ACCELERON PHARMA INC

Form 4

April 24, 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 *
KANIA EDWIN M JR

2. Issuer Name and Ticker or Trading Symbol
ACCELERON PHARMA INC
[XLRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2014

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

C/O FLAGSHIP VENTURES, 1
MEMORIAL DRIVE

(Street)

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

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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)	
			Code	V	Amount	Price		
Common Stock	04/22/2014		S		114,746	D 35.89 (1)	2,031,974 (2) I	See Footnote (2)
Common Stock	04/22/2014		S		6,936	D 35.89 (1)	122,823 (3) I	See Footnote (3)
Common Stock	04/23/2014		S		22,349	D 33.81 (4)	2,009,625 (2) I	See Footnote (2)
Common	04/23/2014		S		1,351	D \$	121,472 (3) I	See

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Stock					33.81 (4)				Footnote (3)
Common Stock	04/24/2014		S	805,905	D	\$ 31.45 (5)	1,203,720 (2)	I	See Footnote (2)
Common Stock	04/24/2014		S	48,713	D	\$ 31.45 (5)	72,759 (3)	I	See Footnote (3)
Common Stock							4,867	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KANIA EDWIN M JR
C/O FLAGSHIP VENTURES, 1 MEMORIAL DRIVE
CAMBRIDGE, MA 02142

X

Signatures

/s/ Edwin M.
Kania, Jr.

04/24/2014

Date

**Signature of 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).

(1) The price reported in Column 4 is a weighted average price. These shares were disposed of by Applied Genomic Technology Capital Fund, L.P. ("AGTC Fund") and AGTC Advisors Fund, L.P. ("AGTC Advisors") in multiple transactions on the Transaction Date at prices ranging from \$35.00 to \$36.86, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, and/or the staff of the U.S. 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), (4), and (5) to this Form 4. All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by AGTC Fund and AGTC Advisors on December 16, 2013.

(2) Represents shares held by AGTC Fund. NewcoGen Group, Inc. ("NewcoGen Inc.") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Fund. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. Noubar B. Afeyan, Ph.D. and Mr. Kania are the directors of Flagship Venture Management, Inc. and, as such, have shared voting and dispositive power over all shares held by AGTC Fund. Each of Mr. Kania and Dr. Afeyan disclaim beneficial ownership over the shares held by AGTC Fund except to the extent of his pecuniary interest therein.

(3) Represents shares held by AGTC Advisors. NewcoGen Group, Inc. ("NewcoGen Inc.") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Advisors. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. Noubar B. Afeyan, Ph.D. and Mr. Kania are the directors of Flagship Venture Management, Inc. and, as such, have shared voting and dispositive power over all shares held by AGTC Advisors. Each of Mr. Kania and Dr. Afeyan disclaim beneficial ownership over the shares held by AGTC Advisors except to the extent of his pecuniary interest therein..

(4) The price reported in Column 4 is a weighted average price. These shares were disposed of by AGTC Fund and AGTC Advisors in multiple transactions on the Transaction Date at prices ranging from \$33.15 to \$35.26, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were disposed of by AGTC Fund and AGTC Advisors in multiple transactions on the Transaction Date at prices ranging from \$30.50 to \$33.52, inclusive.

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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