

Nichols Garrett
 Form 4
 January 25, 2019

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 *
 Nichols Garrett

(Last) (First) (Middle)

C/O CHIMERIX, INC., 2505
 MERIDIAN PARKWAY, SUITE
 100

(Street)

DURHAM, NC 27713

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/23/2019

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)
 Chief Medical Officer

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 Ownership (Instr. 4)
				Code V	Amount or Price		
Common Stock	01/23/2019			A	125,000 (1)	A	\$ 0 215,471 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)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 2.41	01/23/2019		A	200,000	(2) 01/22/2029		Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nichols Garrett C/O CHIMERIX, INC. 2505 MERIDIAN PARKWAY, SUITE 100 DURHAM, NC 27713			Chief Medical Officer	

Signatures

/s/ Michael Alrutz, 01/25/2019
 Attorney-in-Fact

**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).

- The shares being reported are being issued pursuant to restricted stock unit awards ("RSUs"), each one of which represents a contingent right to receive one share of the Issuer's common stock. 25,000 shares subject to the RSUs will vest on the six-month anniversary of the date of grant, 25,000 shares subject to the RSUs will vest on the one-year anniversary of the date of grant, 25,000 shares subject to the RSUs will vest on the 18-month anniversary of the date of grant, and 50,000 shares subject to the RSUs will vest on the two-year anniversary of the date of grant.
- (1) date of grant, 25,000 shares subject to the RSUs will vest on the one-year anniversary of the date of grant, 25,000 shares subject to the RSUs will vest on the 18-month anniversary of the date of grant, and 50,000 shares subject to the RSUs will vest on the two-year anniversary of the date of grant.
- (2) 1/48th of the shares subject to the option vest in equal monthly installments over a four year period following the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.