

Flint Jonathan A
Form 4
April 05, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
MCGUIRE TERRANCE

(Last) (First) (Middle)

C/O PULMATRIX, INC., 99
HAYDEN AVE., SUITE 390

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Pulmatrix, Inc. [PULM]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2018

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)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/03/2018		P		345,551	A	(1)	1,556,676	I	See Footnotes (2) (3) (4)
Common Stock	04/03/2018		P		6,478	A	(5)	29,178	I	See Footnotes (3) (4) (6)
Common Stock	04/03/2018		P		769,989	A	(7)	3,468,190	I	See Footnotes (8) (9) (10)
Common Stock	04/03/2018		P		15,007	A	(11)	67,729	I	See Footnotes

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								(9) (10) (12)	
Common Stock	04/03/2018		P	5,275	A	(13)	23,875	I	See Footnotes (9) (10) (14)
Common Stock	04/03/2018		P	7,700	A	(15)	34,587	I	See Footnotes (9) (10) (16)

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 Number of Shares
Series A Warrant (right to buy)	\$ 0.65	04/03/2018		P	345,551	04/03/2018 10/03/2018	Common Stock 345,551
Series B Warrant (right to buy)	\$ 0.75	04/03/2018		P	345,551	04/03/2018 04/03/2023	Common Stock 345,551
Series A Warrant (right to buy)	\$ 0.65	04/03/2018		P	6,478	04/03/2018 10/03/2018	Common Stock 6,478
Series B Warrant (right to buy)	\$ 0.75	04/03/2018		P	6,478	04/03/2018 04/03/2023	Common Stock 6,478
Series A Warrant (right to buy)	\$ 0.65	04/03/2018		P	769,989	04/03/2018 10/03/2018	Common Stock 769,989

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Series B Warrant (right to buy)	\$ 0.75	04/03/2018	P	769,989	04/03/2018	04/03/2023	Common Stock	769,989
Series A Warrant (right to buy)	\$ 0.65	04/03/2018	P	15,007	04/03/2018	10/03/2018	Common Stock	15,007
Series B Warrant (right to buy)	\$ 0.75	04/03/2018	P	15,007	04/03/2018	04/03/2023	Common Stock	15,007
Series A Warrant (right to buy)	\$ 0.65	04/03/2018	P	5,275	04/03/2018	10/03/2018	Common Stock	5,275
Series B Warrant (right to buy)	\$ 0.75	04/03/2018	P	5,275	04/03/2018	04/03/2023	Common Stock	5,275
Series A Warrant (right to buy)	\$ 0.65	04/03/2018	P	7,700	04/03/2018	10/03/2018	Common Stock	7,700
Series B Warrant (right to buy)	\$ 0.75	04/03/2018	P	7,700	04/03/2018	04/03/2023	Common Stock	7,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGUIRE TERRANCE C/O PULMATRIX, INC. 99 HAYDEN AVE., SUITE 390 LEXINGTON, MA 02421	X	X		
Flint Jonathan A ONE MARINA PARK DRIVE, 10TH FLOOR BOSTON, MA 02210			X	
Polaris Venture Management Co IV LLC ONE MARINA PARK DRIVE, 10TH FLOOR BOSTON, MA 02210			X	
			X	

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__Signature of Reporting Person	Date
/s/ Max Eisenberg, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Founders' Fund V, L.P.	04/05/2018
__Signature of Reporting Person	Date
/s/ Max Eisenberg, Attorney-in-Fact for Polaris Venture Management Co. V, L.L.C., general partner of Polaris Venture Partners Special Founders' Fund V, L.P.	04/05/2018
__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 reported securities were included within 345,551 Units purchased by Polaris Venture Partners IV, L.P. ("PVP IV") for \$0.65 per Unit (each, a "Unit"). Each Unit consisted of one share of common stock, one Series A Warrant to purchase one share of common stock at an exercise price of \$0.65 per share, and one Series B Warrant to purchase one share of common stock at an exercise price of \$0.75 per share.
- (1) Securities held of record by PVP IV.
- (2) Polaris Venture Management Co. IV, L.L.C. ("PVM IV") is the general partner of PVP IV and Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV"). Each of Jonathan A. Flint and Terrance G. McGuire are the managing members of PVM IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint and Terrance G. McGuire, in their respective capacities with regard to PVM IV, may be deemed to have shared voting and dispositive power over the shares held by each of PVP IV and PVPE IV.
- (3) Each of Messrs. Flint and McGuire disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (4) The reported securities were included within 6,478 Units purchased by PVPE IV.
- (5) Securities held of record by PVPE IV.
- (6) The reported securities were included within 769,989 Units purchased by Polaris Venture Partners V, L.P. ("PVP V").
- (7) Securities held of record by PVP V.
- (8) Polaris Venture Management Co. V, LLC ("PVM V") is the general partner of PVP V, Polaris Venture Partners Founders' Fund V, L.P. ("PVPFF V"), Polaris Venture Partners Special Founders' Fund V, L.P. ("PVPSFF V") and Polaris Venture Partners Entrepreneurs' Fund V, L.P. ("PVPEF V"). Each of Jonathan A. Flint and Terrance G. McGuire are the managing members of PVM V. PVM V disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM V is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint and Terrance G. McGuire, in their respective capacities with regard to PVM V, may be deemed to have shared voting and dispositive power over the shares held by each of PVP V, PVPFF V, PVPSFF V and PVPEF V.
- (9) Each of Messrs. Flint and McGuire disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interests therein.
- (10) The reported securities were included within 15,007 Units purchased by PVPEF V.
- (11) Securities held of record by PVPEF V.
- (12) The reported securities were included within 5,275 Units purchased by PVPFF V.
- (13) Securities held of record by PVPFF V.
- (14) The reported securities were included within 7,700 Units purchased by PVPSFF V.
- (15) Securities held of record by PVPSFF V.
- (16)

Remarks:

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Exhibit 24 - Power of Attorney
Polaris Venture Partners IV, L.P.
Polaris Venture Partners Entrepreneurs' Fund IV, L.P.
Polaris Venture Management Co. IV, L.L.C.
Jonathan A. Flint
Terrance G. McGuire

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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