

BYBEE CLINTON
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 *
GILLIS STEVEN

(Last) (First) (Middle)

8755 W HIGGINS, SUITE 1025,

(Street)

CHICAGO, IL 60631

(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)
Common Stock	04/03/2018		P	1,150,000 A	1 3,436,456	I	See Footnotes (2) (3)

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

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SEC 1474 (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)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Warrant (right to buy)	\$ 0.65	04/03/2018		P	1,150,000		04/03/2018	10/03/2018	Common Stock	1,150,000
Series B Warrant (right to buy)	\$ 0.75	04/03/2018		P	1,150,000		04/03/2018	04/03/2023	Common Stock	1,150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLIS STEVEN 8755 W HIGGINS, SUITE 1025 CHICAGO, IL 60631	X			
Arch Venture Fund VII LP 8755 W HIGGINS, SUITE 1025 CHICAGO, IL 60631				Former 10% owner
ARCH Venture Partners VII, L.P. 8755 W. HIGGINS ROAD SUITE 1025 CHICAGO, IL 60631				Former 10% owner
ARCH Venture Partners VII, LLC 8755 W. HIGGINS ROAD SUITE 1025 CHICAGO, IL 60631				Former 10% owner
CRANDELL KEITH C/O ARCH VENTURE FUND VII 8755 WEST HIGGINS ROAD, SUITE 1025 CHICAGO, IL 60631				Former 10% owner
BYBEE CLINTON C/O ARCH VENTURE FUND VII 8755 WEST HIGGINS ROAD, SUITE 1025 CHICAGO, IL 60631				Former 10% owner
NELSEN ROBERT C/O ARCH VENTURE FUND VII 8755 WEST HIGGINS ROAD, SUITE 1025 CHICAGO, IL 60631				Former 10% owner

Signatures

/s/ Steve Gillis	04/05/2018
__Signature of Reporting Person	Date
/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of the general partner of ARCH Venture Fund VII, L.P.	04/05/2018
__Signature of Reporting Person	Date
/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of the general partner of ARCH Venture Partners VII, L.P.	04/05/2018
__Signature of Reporting Person	Date
/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director of ARCH Venture Partners VII, LLC	04/05/2018
__Signature of Reporting Person	Date
/s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell	04/05/2018
__Signature of Reporting Person	Date
/s/ Mark McDonnell, as Attorney-in-Fact for Clinton Bybee	04/05/2018
__Signature of Reporting Person	Date
/s/ Mark McDonnell, as Attorney-in-Fact for Robert Nelsen	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 1,150,000 Units purchased by ARCH Venture Fund VII, L.P. ("ARCH VII") for \$0.65 per

(1) 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.

Securities held of record by ARCH VII. The sole general partner of ARCH VII is ARCH Venture Partners VII, L.P. ("ARCH Partners VII"), which may be deemed to have shared voting and investment power over the shares held by ARCH VII. The sole general partner of

(2) ARCH Partners VII is ARCH Venture Partners VII, LLC ("ARCH VII LLC"), which may be deemed to have shared voting and investment power over the shares held by ARCH VII. ARCH Partners VII and ARCH VII LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

The managing directors of ARCH VII LLC are Keith Crandell, Clinton Bybee and Robert Nelsen and they may be deemed to have shared voting and investment power over the shares held by ARCH VII. Dr. Steve Gillis owns an interest in ARCH Partners VII, but does not

(3) have dispositive or voting power. Messrs. Crandell, Bybee and Nelsen and Dr. Gillis disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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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