

Dermira, Inc.  
Form 4  
October 08, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**CRAVES FRED B**

(Last) (First) (Middle)

**C/O DERMIRA, INC., 2055  
WOODSIDE ROAD**

(Street)

**REDWOOD CITY, CA 94061**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Dermira, Inc. [DERM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/08/2014**

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 or Price   |  |   |           |   |                  |
| Common Stock                    | 10/08/2014                           |  | C                              |   | 3,356,337   | A  | \$ 0<br>(1)   | 3,373,255 | I | See footnote (2) |
| Common Stock                    | 10/08/2014                           |  | P                              |   | 67,820  | A  | \$ 16   | 3,441,075 | I | See footnote (2) |
| Common Stock                    | 10/08/2014                           |  | C                              |   | 63,958  | A  | \$ 0<br>(1)   | 64,280    | I | See footnote (3) |
| Common Stock                    | 10/08/2014                           |  | P                              |   | 1,292   | A  | \$ 16   | 65,572    | I | See footnote     |

(3)

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

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Series A Preferred Stock                   | \$ 0 <u>(1)</u>  | 10/08/2014                           |  | C                              | 2,337,590   | <u>(1)</u> <u>(4)</u>                                    | Common Stock 2,337,590  |
| Series A Preferred Stock                   | \$ 0 <u>(1)</u>  | 10/08/2014                           |  | C                              | 44,545  | <u>(1)</u> <u>(4)</u>                                    | Common Stock 44,545   |
| Series B Preferred Stock                   | \$ 0 <u>(1)</u>  | 10/08/2014                           |  | C                              | 643,066   | <u>(1)</u> <u>(4)</u>                                    | Common Stock 643,066  |
| Series B Preferred Stock                   | \$ 0 <u>(1)</u>  | 10/08/2014                           |  | C                              | 12,254  | <u>(1)</u> <u>(4)</u>                                    | Common Stock 12,254   |
| Series C Preferred Stock                   | \$ 0 <u>(1)</u>  | 10/08/2014                           |  | C                              | 375,681   | <u>(1)</u> <u>(4)</u>                                    | Common Stock 375,681  |
| Series C Preferred Stock                   | \$ 0 <u>(1)</u>  | 10/08/2014                           |  | C                              | 7,159   | <u>(1)</u> <u>(4)</u>                                    | Common Stock 7,159  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CRAVES FRED B<br>C/O DERMIRA, INC.<br>2055 WOODSIDE ROAD | X             |           |         |       |

REDWOOD CITY, CA 94061

## Signatures

/s/ Fred B.  
Craves

10/08/2014

\_\_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).
- In connection with the consummation of the Issuer's initial public offering on October 8, 2014, each share of Preferred Stock
- (1) automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.
- The securities are held directly by Bay City Capital Fund V, L.P. ("Fund V"). Dr. Craves disclaims beneficial ownership over the
- (2) securities owned by Fund V, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Bay City Capital LLC, which is the manager of Fund V's general partner, Bay City Capital Management V LLC.
- The securities are held directly by Bay City Capital Fund V Co-Investment Fund, L.P. ("Co-Investment V"). Dr. Craves disclaims beneficial ownership over the securities owned by Co-Investment V, and this report shall not be deemed an admission that the reporting
- (3) person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Bay City Capital LLC, which is the manager of Co-Investment V's general partner, Bay City Capital Management V LLC.
- (4) None.

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.