

Hutton Wende S
Form 4
April 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Hutton Wende S

(Last) (First) (Middle)

C/O CHIMERIX, INC., 2505
MERIDIAN PKY, SUITE 340

(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)
04/16/2013

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/16/2013 | | X | 211,783 A \$ 7.26 | 3,272,158 | I | See Footnote (1) |

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 | 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 | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant (right to buy) | \$ 7.26 | 04/16/2013 | | X | 211,783 | <u>(2)</u> 02/07/2018 | Common Stock | 211,783 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hutton Wend S C/O CHIMERIX, INC. 2505 MERIDIAN PKY, SUITE 340 DURHAM, NC 27713 | X | X | | |

Signatures

Wende S. Hutton, By: /s/ Jaime Slocum, Attorney-in-Fact

04/18/2013

 **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).

(1) Common stock acquired by Canaan VII L.P. (the "Canaan Fund") upon exercise of the warrant held by the Canaan Fund. Canaan Partners VII LLC ("Canaan VII" and together with Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund, and each may be deemed to have sole voting and investment power over the securities held by the Canaan Fund. Wend S. Hutton, a manager of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Ms. Hutton disclaims beneficial ownership in the securities held by the Canaan Entities, except to the extent of her pecuniary interest, if any, in such securities by virtue of the limited liability company interests she owns in Canaan VII.

(2) The warrant is immediately exercisable.

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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