

ACCELERON PHARMA INC
 Form 4/A
 December 15, 2014

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 *
 MCGUIRE TERRANCE

2. Issuer Name and Ticker or Trading Symbol
 ACCELERON PHARMA INC
 [XLRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/02/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET SUITE 3350

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/04/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 06/02/2014 | | J ⁽¹⁾ | | 198,005 ⁽²⁾ | D | \$ 0 |
| | | | | | 2,621,738 ⁽³⁾ | I | |

See Footnote ⁽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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451 | X | | | |
| Polaris Venture Management Co IV LLC C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451 | | | | Former 10% Owner |
| POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451 | | | | Former 10% Owner |
| POLARIS VENTURE PARTNERS IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET SUITE 3350 WALTHAM, MA 02451 | | | | Former 10% Owner |

Signatures

| | |
|--|------------|
| /s/ John D. Quisel, Attorney-in-Fact for Terrance McGuire | 12/15/2014 |
| _____ **Signature of Reporting Person | Date |
| /s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. IV, L.L.C. | 12/15/2014 |
| _____ **Signature of Reporting Person | Date |
| /s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. IV, L.L.C., general partner of Polaris Venture Partners Entrepreneurs Fund IV, L.P. | 12/15/2014 |

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__Signature of Reporting Person

Date

/s/ John Gannon, Attorney-in-Fact for Polaris Venture Management Co. IV, L.L.C., general partner of Polaris Venture Partners IV, L.P.

12/15/2014

__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).
- (1) Represents a pro rata distribution without additional consideration by Polaris Venture Partners IV, L.P. ("PVP IV") and Polaris Venture Partners Entrepreneurs Fund IV, L.P. ("PVPE IV" and, together with PVP IV, the "Funds"), to its partners.
- (2) Represents 194,362 shares and 3,643 shares that were held directly by PVP IV and PVPE IV, respectively.
Represents 2,573,175 shares, 46,568 shares, and 1,995 shares that are held directly by PVP IV, PVPE IV and Polaris Venture Management Co. IV, L.L.C. ("PVM IV"), respectively. PVM IV is the general partner of PVP IV and PVPE IV. PVM IV disclaims beneficial ownership of the Funds' 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, if any, therein.
- (3) Jonathan A. Flint, Terrance G. McGuire and Alan G. Spoon are the managing members of PVM IV. Each of Messrs. Flint, McGuire and Spoon disclaims beneficial ownership of the Funds' and PVM IV's 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 pecuniary interest, if any, therein.

Remarks:

This Form 4/A amends the Form 4 filed on June 4, 2014 by Polaris Venture Management Co. IV, L.L.C., Polaris Venture Part

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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