

APPLIED GENETIC TECHNOLOGIES CORP
 Form 3
 March 26, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â INTERWEST PARTNERS VIII LP | | | (Month/Day/Year) | APPLIED GENETIC TECHNOLOGIES CORP [AGTC] | |
| (Last) | (First) | (Middle) | 03/26/2014 | | |
| C/O INTERWEST PARTNERS,Â 2710 SAND HILL ROAD, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| MENLO PARK,Â CAÂ 94025 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|---|---|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------------------------------|----------------------------|-----------|---------------------------------------|------------------|
| Series A-1 Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 690,699 | \$ (1) | I | See footnote (2) |
| Series B-1 Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 183,126 | \$ (3) | I | See footnote (4) |
| Series B-2 Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 339,825 | \$ (3) | I | See footnote (5) |
| Series B-3 Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 162,830 | \$ (3) | I | See footnote (6) |
| Series B-1 Warrant (Right to Buy) | Â (3)(7) | 05/02/2017 | Series B Convertible Preferred Stock | 416,361 (3) | \$ 0.1297 | I | See footnote (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INTERWEST PARTNERS VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| InterWest Management Partners VIII, LLC C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| INTERWEST INVESTORS VIII L P C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| INTERWEST INVESTORS Q VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| GIANOS PHILIP T C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Kliman Gilbert H C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Holmes W Stephen
 C/O INTERWEST PARTNERS
 2710 SAND HILL ROAD, SUITE 200
 MENLO PARK, CA 94025

Â Â X Â Â

CASH HARVEY B
 C/O INTERWEST PARTNERS
 2710 SAND HILL ROAD, SUITE 200
 MENLO PARK, CA 94025

Â Â X Â Â

Signatures

| | |
|---|------------|
| /s/ W. Stephen Holmes, Managing Director | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ W. Stephen Holmes, Managing Director | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ W. Stephen Holmes, Managing Director | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ W. Stephen Holmes, Managing Director | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ Philip T. Gianos by Karen A. Wilson, Power of Attorney | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ Gilbert H. Kliman by Karen A. Wilson, Power of Attorney | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ W. Stephen Holmes | 03/26/2014 |
| **Signature of Reporting Person | Date |
| /s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney | 03/26/2014 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Each share of Series A-1 Convertible Preferred Stock is convertible into shares of Common Stock and will automatically convert
- (1) 1-for-16.62 basis upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These securities are held as follows: 666,318 by InterWest Partners VIII, LP ("IW8"), 5,318 by InterWest Investors VIII, LP ("II8") and 19,063 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- Each share of Series B-1, B-2 and B-3 Convertible Preferred Stock is convertible into Common Stock and will automatically convert
- (3) 1-for-35 basis upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- (4)

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These securities are held as follows: 176,662 by IW8, 1,410 by II8 and 5,054 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (5) These securities are held as follows: 327,830 by IW8, 2,616 by II8 and 9,379 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (6) These securities are held as follows: 157,083 by IW8, 1,253 by II8 and 4,494 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (7) The Series B-1 Warrant is exercisable for shares of Series B-1 convertible preferred stock at any time until the expiration of the warrant at the holder's election.

- (8) These securities are held as follows: 401,663 by IW8, 3,206 by II8 and 11,492 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

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Remarks:

ExhibitÂ List

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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