ConforMIS Inc Form 3 June 30, 2015

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 *

A Abu Dhabi Investment

Authority (Last)

(First)

(Middle)

(Month/Day/Year)

06/30/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

ConforMIS Inc [CFMS]

211 CORNICHE STREET, PO

BOX 3600

(Street)

(State)

Statement

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

_X__ Director Officer (give title below) (specify below)

X 10% Owner Other

6. Individual or Joint/Group

Filing(Check Applicable Line) Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

EMIRATE OF ABU DHABI, COÂ 3600

(City)

(Zip)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3.

Ownership

Ownership (Instr. 5)

Form: Direct (D) or Indirect

(I) (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)

Date

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Exercisable Date

Amount or Number of Price of Derivative Derivative Security: Security Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Series E-1 Preferred Stock	(1)	(1)	Common Stock	1,562,500 (1)	\$ <u>(1)</u>	D (2) (3)	Â
Series E-2 Preferred Stock	(1)	(1)	Common Stock	1,562,500 ₍₁₎	\$ <u>(1)</u>	D (2) (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Abu Dhabi Investment Authority 211 CORNICHE STREET PO BOX 3600 EMIRATE OF ABU DHABI, CO 3600	ÂX	ÂX	Â	Â	
Procific 122 MARY STREET PO BOX 709 GRAND CAYMAN, E9 KY1-1107	ÂX	ÂX	Â	Â	

Signatures

/s/ Ahmed Al Mosa, Authorized Signatory of Abu Dhabi Investment Authority		
**Signature of Reporting Person	Date	
/s/ Khalifa AlFalasi, Authorized Signatory of Abu Dhabi Investment Authority		
**Signature of Reporting Person	Date	
/s/ Hamad Shahwan AlDhaheri, Authorized Signatory of Procific		
**Signature of Reporting Person	Date	
/s/ Ahmed Ghubash, Authorized Signatory of Procific		
**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).
- The Series E-1 Preferred Stock and Series E-2 Preferred Stock are convertible into common stock, par value of \$0.00001 per share (the "Common Stock") on a two-for-one basis into the number of shares of Common Stock as shown in Column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and have no expiration date.
- Procific directly holds E-1 Preferred Stock convertible into 1,562,500 shares of Common Stock and E-2 Preferred Stock convertible into 1,562,500 shares of Common Stock (collectively, the "Procific Shares"). The Abu Dhabi Investment Authority ("ADIA" and, together with Procific, the "Reporting Persons") is the sole owner of Procific and therefore may also be deemed to beneficially own the Procific Shares.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Reporting Owners 2

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Remarks:

Solely for the purposes of Section 16 of the Exchange Act, each of Â the Reporting Persons may

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.