

APPLIED GENETIC TECHNOLOGIES CORP

Form 3

March 26, 2014

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *

Alta Partners VIII, L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/26/2014

3. Issuer Name **and** Ticker or Trading Symbol

APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)ONE EMBARCADERO
CENTER, 37TH FLOOR, A

(Street)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting PersonSAN
FRANCISCO, A FLA 94111

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Series B-1 Convertible Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	755,369	\$ ⁽¹⁾	I	Direct and indirect - see footnotes ⁽²⁾
Series B-2 Convertible Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	1,401,731	\$ ⁽¹⁾	I	Direct and indirect - see footnotes ⁽²⁾
Series B-3 Convertible Preferred Stock	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	671,655	\$ ⁽¹⁾	I	Direct and indirect - see footnotes ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alta Partners VIII, L.P. ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
NOHRA GUY P C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
JANNEY DANIEL C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
CHAMPSI FARAH C/O ALTA PARTNERS ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Alta Partners Management VIII, LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/ Laurence
Randall

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).
- (1) Each share of convertible preferred stock is convertible into shares of common stock at any time at the holder's election or upon the consummation of a qualified public offering of the registrant on a 1-for-35 basis. The convertible preferred stock has no expiration date.

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- (2) The securities are held of record by Alta Partners VIII, L.P. ("APVIII"). Alta Partners Management VIII, LLC ("APMVIII") is the general partner of APVIII. Guy Nohra, Daniel Janney and Farah Champai are managing directors of APMVIII and exercise shared voting and investment power with respect to the shares owned by APVIII. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his, her or its proportionate pecuniary interest therein.

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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