

APPLIED GENETIC TECHNOLOGIES CORP

Form 4

April 01, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Alta Partners VIII, L.P.

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

APPLIED GENETIC
TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

04/01/2014

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

ONE EMBARCADERO CENTER,
37TH FLOOR

(Street)

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

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

SAN FRANCISCO, FL 94111

(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)
Common Stock	04/01/2014		C	2,828,755	A <u>11</u> 2,828,755	I	Direct and indirect - see footnotes (2)
Common Stock	04/01/2014		P ⁽³⁾	155,645	A \$ <u>12</u> (3) 2,984,400	I	Direct and indirect - see footnotes (2)

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

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(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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B-1 Convertible Preferred Stock	<u>(1)</u>	04/01/2014		C	26,437,934	<u>(1)</u>	<u>(4)</u>	Common Stock	755,
Series B-2 Convertible Preferred Stock	<u>(1)</u>	04/01/2014		C	49,060,606	<u>(1)</u>	<u>(4)</u>	Common Stock	1,401,
Series B-3 Convertible Preferred Stock	<u>(1)</u>	04/01/2014		C	23,507,953	<u>(1)</u>	<u>(4)</u>	Common Stock	671,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alta Partners VIII, L.P. ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, FL 94111		X		
CHAMPSI FARAH ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, FL 94111		X		

JANNEY DANIEL
ONE EMBARCADERO CENTER, 37TH FLOOR
SAN FRANCISCO, FL 94111 X

NOHRA GUY P
ONE EMBARCADERO CENTER, 37TH FLOOR
SAN FRANCISCO, FL 94111 X

Alta Partners Management VIII, LLC
ONE EMBARCADERO CENTER, 37TH FLOOR
SAN FRANCISCO, FL 94111 X

Signatures

/s/ Laurence
Randall 04/01/2014

__Signature of
Reporting Person Date

Farah Champsi 04/01/2014

__Signature of
Reporting Person Date

Daniel Janney 04/01/2014

__Signature of
Reporting Person Date

Guy Nohra 04/01/2014

__Signature of
Reporting Person Date

Laurence
Randall 04/01/2014

__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) Each share of convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.

(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 Champsi 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.

(3) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.

(4) Not applicable.

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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