

Hutton Wende S
Form 3
April 10, 2013

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	
Hutton Wende S		(Month/Day/Year)	CHIMERIX INC [CMRX]	
(Last)	(First)	(Middle)	04/10/2013	
C/O CHIMERIX, INC., 2505			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
MERIDIAN PKY, SUITE 340				
(Street)			(Check all applicable)	
DURHAM, NC 27713			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Series D Preferred Stock	Â (1)	Â (1)	Common Stock	12,397	\$ (1)	I	See Footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	1,227,314	\$ (1)	I	See Footnote (3)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	826,474	\$ (4)	I	See Footnote (3)
Series F Preferred Stock	Â (5)	Â (5)	Common Stock	847,136	\$ (5)	I	See Footnote (3)
Warrant	Â (6)	02/07/2018	Common Stock	211,783	\$ 7.26	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutton Wende S C/O CHIMERIX, INC. 2505 MERIDIAN PKY, SUITE 340 DURHAM, NC 27713	Â X	Â X	Â	Â

Signatures

Wende S. Hutton /s/ Jaime Slocum,
Attorney-in-Fact

04/10/2013

__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) The Series D Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series D Preferred Stock, for no additional consideration.

(2) Ms. Hutton is a trustee of The Hutton Living Trust dated 12/10/96.

(3) The securities are held directly by Canaan VII L.P. Ms. Hutton disclaims beneficial ownership over the securities owned by Canaan VII L.P., and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of her pecuniary interest, if any, in the securities by virtue of the limited liability company interests she owns in Canaan Partners VII LLC, the general partner of Canaan VII L.P.

(4) The Series E Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series E Preferred Stock, for no additional consideration.

(5) The Series F Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series F Preferred Stock, for no additional consideration.

(6) The warrant is immediately exercisable.

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Remarks:

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Exhibit 24.1 - Power of Attorney

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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