

CHIMERIX INC
Form 4
April 16, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Canaan VII L P

(Last) (First) (Middle)

285 RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHIMERIX INC [CMRX]

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (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 Person

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/16/2013 | | C | | 1,227,314 | A | (1) 1,227,314 | I | See Footnote (2) |
| Common Stock | 04/16/2013 | | C | | 826,474 | A | (3) 2,053,788 | I | See Footnote (2) |
| Common Stock | 04/16/2013 | | C | | 847,136 | A | (4) 3,047,978 (5) | I | See Footnote (2) |

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|------------------------------------------------------|---------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount or Number of Shares |
| Series D Preferred Stock | (1) | 04/16/2012 | | C | V | (A) 4,356,968 | (1) | (1) | Common Stock 1,227,311 |
| Series E Preferred Stock | (3) | 04/16/2012 | | C | V | (A) 2,933,986 | (3) | (3) | Common Stock 826,474 |
| Series F Preferred Stock | (4) | 04/16/2012 | | C | V | (A) 3,007,335 | (4) | (4) | Common Stock 847,136 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Canaan VII L P 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |
| Canaan Partners VII LLC 285 RIVERSIDE AVENUE, SUITE 250 WESTPORT, CT 06880 | | X | | |

Signatures

Canaan VII L.P., By: Canaan Partners VII LLC, its general partner, By: /s/ Jaime Slocum, Attorney-in-Fact 04/16/2013

__Signature of Reporting Person Date

By: Canaan Partners VII LLC, By: /s/ Jaime Slocum, Attorney-in-Fact 04/16/2013

__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) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series D Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.

(2) Canaan Partners VII LLC (Canaan VII) is the sole General Partner of Canaan VII L.P. (together with Canaan VII, the "Canaan Entities") and each may be deemed to have sole voting and investment power over the securities held by the Reporting Person. Wende S. Hutton, a manager of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors.

(3) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series E Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.

(4) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series F Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.

(5) Includes 147,054 shares issued as payment of accrued dividends on the Series F Preferred Stock.

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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