

MIRAGEN THERAPEUTICS, INC.
 Form 3
 February 13, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>LEFKOFF KYLE</p> <p>(Last) (First) (Middle)</p> <p>C/O MIRAGEN THERAPEUTICS, INC., 6200 LOOKOUT ROAD</p> <p>(Street)</p> <p>BOULDER, CO 80301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/13/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MIRAGEN THERAPEUTICS, INC. [MGEN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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) |
|------------------------------------|--|---|--|
| Common Stock | 1,607,437 ⁽¹⁾ | I | See Footnotes ⁽²⁾ ⁽³⁾ |
| Common Stock | 500,433 ⁽¹⁾ | I | See Footnotes ⁽⁴⁾ ⁽⁵⁾ |

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

SEC 1473 (7-02)

Persons who respond to the collection of 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) | 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) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: |
|------------------|-----------------|-------|----------------------------|------------------------------|----------------------------|
| | | | | | Direct (D) or Indirect (I) |
| | | | | | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEFKOFF KYLE C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER, CO 80301 | X | | | |

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for Kyle A. Lefkoff 02/13/2017

__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) Shares of common stock of the corporation then known as Miragen Therapeutics, Inc. ("Old Miragen") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among the Issuer, Signal Merger Sub, Inc. and Old Miragen (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into 0.7031 shares of the Issuer's common stock.
- Represents 2,286,214 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 55,500 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 1,691,598 shares of
- (2) Series A preferred stock of Old Miragen, 306,027 shares of Series B preferred stock of Old Miragen and 233,089 shares of Series C preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock.
- All of the shares are held by Boulder Ventures V, L.P. ("BV V LP"). BV Partners V, LLC ("BV V LLC"), the general partner of BV V LP may be deemed to indirectly beneficially own the shares. Kyle A. Lefkoff, Peter A. Roshko and Jonathan L. Perl are managing members of BV V LLC, and each share voting and dispositive power over the shares held by BV V LP. The Reporting Person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein, if any.
- (3) Represents 711,753 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 147,419 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 564,334 shares of
- (4) Series C preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock.
- All of the shares are held by Boulder Ventures VI, L.P. ("BV VI LP"). BV Partners VI, LLC ("BV VI LLC"), the general partner of BV VI LP may be deemed to indirectly beneficially own the shares. Kyle A. Lefkoff, Peter A. Roshko and Jonathan L. Perl are managing members of BV VI LLC, and each share voting and dispositive power over the shares held by BV VI LP. The Reporting Person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein, if any.
- (5)

Remarks:
 Exhibit List: Exhibit 24 - 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. 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.