

CHIASMA, INC
Form SC 13G
February 08, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO §240.13d-2***

Chiasma, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

16706W102
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 16706W102 Page 2 of 8 Pages

Names of Reporting Persons

1.

7-MED Health Ventures LP

Check the Appropriate Box if a Member of a Group

2. (a)

(See Instructions)

(b)

SEC USE ONLY

3.

Citizenship or Place of Organization

4.

Israel

Sole Voting Power

5.

Number of

1,920,478 (1)

Shares

Shared Voting Power

Beneficially 6.

Owned by

0

Sole Dispositive Power

Each

7.

Reporting

1,920,478 (1)

Person with

Shared Dispositive Power

8.

0

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,920,478 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11.

7.9% (2)

Type of Reporting Person (See Instructions)

12.

PN

(1) Includes 304,296 shares of Common Stock of the Issuer that are issuable upon the exercise of warrants held by the Reporting Person that were exercisable as of, or within 60 days of, December 31, 2015.

(2) This percentage is calculated based on 23,936,776 shares of Common Stock of the Issuer that were issued and outstanding as of November 12, 2015, which number appeared in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, which was filed by the Issuer with the SEC on November 16, 2015.

CUSIP No. 16706W102 Page 3 of 8 Pages

Names of Reporting Persons

1.

Ruth Wertheimer

Check the Appropriate Box if a Member of a Group

2. (a)

(See Instructions)

(b)

SEC USE ONLY

3.

Citizenship or Place of Organization

4.

Israel

Sole Voting Power

5.

Number of

435,952 (1)

Shares

Shared Voting Power

Beneficially 6.

Owned by

1,920,478 (2)

Sole Dispositive Power

Each

7.

Reporting

435,952 (1)

Person with

Shared Dispositive Power

8.

1,920,478 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

2,356,430 (3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11.

9.7% (4)

Type of Reporting Person (See Instructions)

12.

IN

(1) Includes 68,440 shares of Common Stock of the Issuer that are issuable upon the exercise of warrants held by the Reporting Person that were exercisable as of, or within 60 days of, December 31, 2015.

(2) Consists of the 1,920,478 shares of Common Stock (which include 304,296 shares of Common Stock that are issuable upon the exercise of warrants) that are beneficially owned by 7-MED Health Ventures LP (“7-MED”), with which the Reporting Person shares voting and dispositive power due to her indirect 100% equity interest in the general partner of 7-MED.

(3) Includes both (i) the 68,440 shares of Common Stock issuable upon the exercise of warrants referenced in footnote (1) above, and (ii) the 1,920,478 shares of Common Stock beneficially owned by 7-MED referenced in footnote (2) above.

(4) This percentage is calculated based on 23,936,776 shares of Common Stock of the Issuer that were issued and outstanding as of November 12, 2015, which number appeared in the Issuer’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, which was filed by the Issuer with the SEC on November 16, 2015.

CUSIP No. 16706W102 Page 4 of 8 Pages

Name of Issuer:

**Item
1(a).**

Chiasma, Inc.

Address of Issuer's Principal Executive Offices:

**Item
1(b).**

60 Wells Avenue, Suite 102
Newton, Massachusetts 02459

Name of Person Filing:

**Item
2(a).**

- (i) 7-MED Health Ventures LP (“**7-MED**”)
- (ii) Ruth Wertheimer (“**Wertheimer**”)

7-MED and Wertheimer are referred to herein collectively as the “**Reporting Persons**”.

Address of Principal Business Office or, if none, Residence:

**Item
2(b).**

The principal business office for each of the Reporting Persons is 16B Shenkar Street, P.O. Box 12327, Herzliya Pituach, 46733 Israel.

Citizenship:

**Item
2(c).**

For each of the Reporting Persons: Israel

Title of Class of Securities:

**Item
2(d).**

Common Stock, par value \$0.01 per share (“**Common Stock**”)

**Item
2(e).**

CUSIP Number:

16706W102

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

Not applicable.

CUSIP No. 16706W102 Page 5 of 8 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

(i) 7-MED: 1,920,478 shares of Common Stock

Such amount includes 304,296 shares of Common Stock that are issuable upon the exercise of warrants held by 7-MED that were exercisable as of, or within 60 days of, December 31, 2015.

(ii) Wertheimer: 2,356,430 shares of Common Stock

Such amount includes both (i) 68,440 shares of Common Stock issuable upon the exercise of warrants held by Wertheimer, and (ii) the 1,920,478 shares of Common Stock beneficially owned by 7-MED (as referenced above in sub-paragraph (i) of this Item 4(a)).

(b) Percent of class:

(i) 7-MED: 7.9%

(ii) Wertheimer: 9.7%

Percentages reflected in this Item 4(b) are based on 23,936,776 shares of Common Stock that were issued and outstanding as of November 12, 2015, which number appeared in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015, which was filed by the Issuer with the SEC on November 16, 2015.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(A) 7-MED: 1,920,478 shares of Common Stock (please see the description in sub-paragraph (i) of Item 4(a) above)

(B) Wertheimer: 435,952 shares of Common Stock (includes 68,440 shares of Common Stock issuable upon the exercise of warrants held by Wertheimer)

(ii) Shared power to vote or to direct the vote

(A) 7-MED: 0

(B) Wertheimer: 1,920,478 (consists of the 1,920,478 shares of Common Stock (which include 304,296 shares of Common Stock that are issuable upon the exercise of warrants) that are beneficially owned by 7-MED, with which Wertheimer shares voting and dispositive power due to her indirect 100% equity interest in the general partner of 7-MED)

(iii) Sole power to dispose or to direct the disposition of

(A) 7-MED: 1,920,478 shares of Common Stock (please see the description in sub-paragraph (i) of Item 4(a) above)

(B) Wertheimer: 435,952 shares of Common Stock (includes 68,440 shares of Common Stock issuable upon the exercise of warrants held by Wertheimer)

(iv) Shared power to dispose or to direct the disposition of

(A) 7-MED: 0

(B) Wertheimer: 1,920,478 (consists of the 1,920,478 shares of Common Stock (which include 304,296 shares of Common Stock that are issuable upon the exercise of warrants) that are beneficially owned by 7-MED, with which Wertheimer shares voting and dispositive power due to her indirect 100% equity interest in the general partner of 7-MED)

CUSIP No. 16706W102 Page 6 of 8 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. (See Item 5.)

Not applicable.

**Item
10. Certifications.**

Not applicable.

CUSIP No. 16706W102 Page 7 of 8 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

7-MED Health Ventures LP

By: 7 MED Ltd., its general partner

By: /s/ Ruth Wertheimer

Name: Ruth Wertheimer

Title: Director

Date: February 8, 2016

/s/ Ruth Wertheimer

RUTH WERTHEIMER

Date: February 8, 2016

CUSIP No. 16706W102 Page 8 of 8 Pages

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with the requirements of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and subject to the limitations set forth therein, the parties set forth below agree to jointly file the Schedule 13G to which this joint filing agreement is attached, and have duly executed this joint filing agreement as of the date set forth below.

Date: February 8, 2016

7-MED Health Ventures LP

By: 7 MED Ltd., its general partner

By: /s/ Ruth Wertheimer

Name: Ruth Wertheimer

Title: Director

/s/ Ruth Wertheimer

RUTH WERTHEIMER