SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Expiration Date (Month/Day/vear)Underlying Derivative Security (Instr. 4)Conversion or Exercise Price of SecurityOwnership Form: Direct (D) or Indirect (IINSTR. 5)Beneficial O (Instr. 5)Date ExercisableExpiration Date ExercisableImage: Conversion DateAmount or Number of SharesOwnership Price of SecurityOwnership Form: Direct (D) or Indirect (IINSTR. 5)Beneficial O (Instr. 5)Series A-1 Preferred StockImage: Image: Imag					-			
Listi 1 MEMORIAL DRIVE 47 (Mode) 1 MEMORIAL DRIVE 47	Flagship Ventures Fund IV, L.P. Requiring Statement (Month/Day/Year)		atement Year)					
Below Sector Sector Application Applicati				(Check all applicable) Director	X 10% Owne	r (Mon	th/Day/Year)	-
Date (Normal Control Security (Inst. 4) Control Securities (Inst. 4) Somethy (Inst. 4)		-					cable Line) Form filed b	y One Reporting Person
Table 1 - Non-Derivative Securities Beneficially Owned 1. Tille of Security (netr. 4) 2. Amount of Securities Beneficially Owned (netr. 4) 3. Ownership (netrect 1) (netrect 1) 1. Antiwe of Induced Beneficial Owned (netrect 1) 1. Tille of Derivative Security (netr. 4) 2. Date care 3. Ownership (netrect 1) Instance of Induced Beneficial Owner (netrect 1) Instance Owner (Netrect 1)	CAMBRIDGE MA 02142	-				X		
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ParticleSeptended<		2. Date Exer Expiration D	cisable and ate	3. Title and Amount of Securities		4. Conversion or Exercise	n Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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1. Name and Address of Reporting Person' Elagship Ventures Fund IV, L.P. (Last) (First) (Last) (First) (Middle) 1 MEMORIAL DRIVE #7 (Street) CAMBRIDGE MA 02142 (City) (State) (Zip) 1. Name and Address of Reporting Person' Elagship Ventures Fund IV-Rx, L.P. (Last) (First) (Middle) 1 MEMORIAL DRIVE #7 (Street) CAMBRIDGE MA 02142 (City) (State) (Street) CAMBRIDGE MA 02142 (City) (State) (Street) (Zip) 1. Name and Address of Reporting Person' Elagship Ventures Fund IV General Partner LLC (Last) (First) (Niddle)	Series B Preferred Stock	(5)	(5)	Common Stock	307,692 ⁽²⁾	(5)	D ⁽²⁾	
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1. Name and Address of Reporting Person* Flagship Ventures Fund IV General Partner LLC (Last) (First)		.42						
Flagship Ventures Fund IV General Partner LLC (Last) (First) (Middle)	(City) (State) (Zip)						
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		ldle)						

(Street) CAMBRIDGE	МА	02142				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] <u>AFEYAN NOUBAR</u>						
(Last)	(First)	(Middle)				
1 MEMORIAL DRIVE #7						
(Street)						
CAMBRIDGE	MA	02142				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] KANIA EDWIN M JR						
(Last)	(First)	(Middle)				
1 MEMORIAL DR. #7						
(Street)						
CAMBRIDGE	MA	02142				
(City)	(State)	(Zip)				

Explanation of Responses:

1. The Series A-1 Preferred Stock is convertible into Common Stock on a 2.6-for-one basis into the number of shares shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

2. Held by Flagship Ventures Fund IV, L.P. ("Flagship IV"). Flagship Ventures Fund IV General Partner LLC ("Flagship IV LLC") is the general partner of Flagship IV. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Flagship IV LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV. Each of the filing persons other than Flagship IV disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

3. Held by Flagship Ventures Fund IV-Rx, L.P. ("Flagship IV-Rx"). Flagship IV LLC is the general partner of Flagship IV-Rx. Noubar B. Afeyan, Ph.D. and Edwin M. Kania, Jr. are the managers of Flagship IV LLC. Flagship IV LLC and each of these individuals may be deemed to share voting and investment power with respect to all shares held by Flagship IV-Rx. Each of the filing persons other than Flagship IV-Rx disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

4. The Series A-2 Preferred Stock is convertible into Common Stock on a 2.6-for-one basis into the number of shares shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

5. The Series B Preferred Stock is convertible into Common Stock on a 2.6-for-one basis into the number of shares shown in column 3 at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

FLAGSHIP VENTURES FUND IV, L.P., By: Flagship Ventures Fund IV General Partner, LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager	<u>02/02/2016</u>
FLAGSHIP VENTURES FUND IV-RX, L.P., By: Flagship Ventures Fund IV General Partner, LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager	<u>02/02/2016</u>
FLAGSHIP VENTURES FUND IV GENERAL PARTNER LLC, By: /s/ Noubar Afeyan, Name: Noubar B. Afeyan, Title: Manager	<u>02/02/2016</u>
<u>/s/ Noubar Afeyan</u>	02/02/2016
<u>/s/ Edwin Kania Jr.</u>	02/02/2016

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.