

CHIASMA, INC
Form 3/A
July 23, 2015

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 *
Â 7-MED Health Ventures LP
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
07/15/2015

3. Issuer Name **and** Ticker or Trading Symbol
CHIASMA, INC [CHMA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)
07/15/2015

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (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

16B SHENKAR STREET,
P.O.B. 12327

(Street)

HERZLIYA
PITUACH,Â L3Â 46733

(City) (State) (Zip)

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

273,762

I

Directly owned by Ruth Wertheimer. See Explanation of Responses. ⁽¹⁾ ⁽²⁾

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B1' Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	12,337	\$ (3)	D	Â
Series C' Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	760,656	\$ (3)	D	Â
Series D' Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	514,674	\$ (3)	D	Â
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	328,515	\$ (3)	D	Â
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	273,762	\$ (3)	I	Directly owned by Ruth Wertheimer (1) (2)
Warrant to purchase Common Stock	Â (4)	10/22/2022	Common Stock	111,084	\$ 0.0913	D	Â
Warrant to purchase Common Stock	Â (4)	03/28/2022	Common Stock	111,084	\$ 0.0913	D	Â
Warrant to purchase Common Stock	Â (4)	12/15/2024	Common Stock	81,129	\$ 9.132	D	Â
Warrant to purchase Common Stock	Â (4)	12/16/2024	Common Stock	68,440	\$ 9.132	I	Directly owned by Ruth Wertheimer (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
7-MED Health Ventures LP 16B SHENKAR STREET, P.O.B. 12327 HERZLIYA PITUACH,Â L3Â 46733	Â	Â X	Â	Â
Wertheimer Ruth 16B SHENKAR STREET, P.O.B. 12327 HERZLIYA PITUACH,Â L3Â 46733	Â	Â X	Â	Â

Signatures

7 Med Health Ventures LP, by 7 Med Ltd., its general partner, by: /s/ Dror Brandwein

07/15/2015

**Signature of Reporting Person

Date

/s/ Ruth Wertheimer

07/15/2015

**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).

- Besides the 273,762 shares of Series E Convertible Preferred Stock and warrants to purchase 68,440 shares of Common Stock held directly by Ruth Wertheimer (as reported above), she also owns (i) an indirect, 80.5% limited partnership interest in 7 Med Health Ventures LP, as well as (ii) 100% of the outstanding equity interests of the general partner of 7 Med Health Ventures LP. She may therefore be deemed to have an indirect pecuniary interest in the shares of Common Stock and Warrants to purchase Common Stock of the Issuer held by 7 Med Health Ventures LP.
- (1) Each Reporting Person disclaims beneficial ownership of securities held by the other Reporting Person except to the extent of any indirect pecuniary interest therein.
- (2) The Series B1' Convertible Preferred Stock, Series C' Convertible Preferred Stock, Series D' Convertible Preferred Stock and Series E Convertible Preferred Stock is convertible into Common Stock on an 9.132-for-1 basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
- (3) This warrant is fully vested and exercisable.
- (4)

Â

Remarks:

ThisÂ amendedÂ FormÂ 3Â isÂ beingÂ filedÂ solelyÂ toÂ addÂ RuthÂ WertheimerÂ asÂ aÂ ReportingÂ Person.Â NoÂ c

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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