

CHIASMA, INC
Form 4
July 23, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
7-MED Health Ventures LP

(Last) (First) (Middle)

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

(Street)

HERZLIYA PITUACH, L3 46733

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CHIASMA, INC [CHMA]

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

07/21/2015

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 | 07/21/2015 | | C | | 12,337 | A | <u>11</u> | 12,337 | D | |
| Common Stock | 07/21/2015 | | C | | 760,656 | A | <u>11</u> | 772,993 | D | |
| Common Stock | 07/21/2015 | | C | | 514,674 | A | <u>11</u> | 1,287,667 | D | |
| Common Stock | 07/21/2015 | | C | | 328,515 | A | <u>11</u> | 1,616,182 | D | |
| Common Stock | 07/21/2015 | | C | | 273,762 | A | <u>11</u> | 273,762 | I | Directly owned by Ruth |

| | | | | | | | | |
|--------------|------------|------------------|--------|---|-------|--------|---|--------------------------------------------------------------------------|
| Common Stock | 07/21/2015 | P ⁽⁴⁾ | 93,750 | A | \$ 16 | 93,750 | I | Wertheimer (2) (3) Directly owned by Ruth Wertheimer (2) (3) |
|--------------|------------|------------------|--------|---|-------|--------|---|--------------------------------------------------------------------------|

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series B1' Convertible Preferred Stock | (1) | 07/21/2015 | | C | | 112,665 | | (5) | (5) | Common Stock | 12,33 |
| Series C' Convertible Preferred Stock | (1) | 07/21/2015 | | C | | 6,946,314 | | (5) | (5) | Common Stock | 760,65 |
| Series D' Convertible Preferred Stock | (1) | 07/21/2015 | | C | | 4,700,000 | | (5) | (5) | Common Stock | 514,67 |
| Series E Convertible Preferred Stock | (1) | 07/21/2015 | | C | | 3,000,000 | | (5) | (5) | Common Stock | 328,51 |
| Series E Convertible Preferred Stock | (1) | 07/21/2015 | | C | | 2,500,000 | | (5) | (5) | Common Stock | 273,76 |

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, L3 46733 | | X | | |
| Wertheimer Ruth 16B SHENKAR STREET, P.O.B. 12327 HERZLIYA PITUACH, L3 46733 | | X | | |

Signatures

/s/ Ruth Wertheimer

07/23/2015

**Signature of Reporting Person

Date

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

07/23/2015

**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).

Each outstanding share of the Issuer's Series B-1' Preferred Stock, Series C' Preferred Stock, Series D' Preferred Stock and Series E

- (1) Preferred Stock converted into 0.109505 of a share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of consideration. The converted shares had no expiration date.

Besides the shares of Common Stock and warrants to purchase shares of Common Stock held directly by Ruth Wertheimer, she also owns

- (2) (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.

- (3) Ruth Wertheimer disclaims beneficial ownership of securities held by 7 Med Health Ventures LP except to the extent of her pecuniary interest therein.

- (4) The Reporting Person purchased the shares of Common Stock reported in this row in the Issuer's registered initial public offering in the United States.

Each share of the Issuer's Series B1' preferred stock, Series C preferred stock, Series D' preferred stock and Series E preferred stock was

- (5) automatically converted on a 9.132-for-1 basis into common stock immediately prior to the closing of the Issuer's initial public offering. The shares of Series B1', Series C' and Series D' and Series E preferred stock had no expiration date.

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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