

CHIASMA, INC
Form 3
July 15, 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 GADICKE ANSBERT

(Last) (First) (Middle)

C/O MPM CAPITAL,Â 450
KENDALL STREET

(Street)

CAMBRIDGE,Â MAÂ 02142

(City) (State) (Zip)

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)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

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)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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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
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

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

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

(Instr. 5)

Series B-1' Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,426	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series C' Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,488,171	\$ <u>(1)</u>	I	See Footnote <u>(3)</u>
Series D' Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,759,381	\$ <u>(1)</u>	I	See Footnote <u>(4)</u>
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,423,566	\$ <u>(1)</u>	I	See Footnote <u>(5)</u>
Warrant (Right to Buy)	06/24/2011	06/24/2016	Common Stock	54,752	\$ 0.0913	I	See Footnote <u>(6)</u>
Warrant (Right to Buy)	10/22/2012	10/22/2022	Common Stock	513,281	\$ 0.0913	I	See Footnote <u>(7)</u>
Warrant (Right to Buy)	03/28/2013	03/28/2022	Common Stock	513,281	\$ 0.0913	I	See Footnote <u>(7)</u>
Warrant (Right to Buy)	12/16/2014	12/16/2024	Common Stock	355,889	\$ 9.132	I	See Footnote <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GADICKE ANSBERT C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	Â X	Â X	Â	Â

Signatures

/s/ Ansbert
Gadicke

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).

(1) Each share of Series B-1' Preferred Stock, Series C' Preferred Stock, Series D' Preferred Stock and Series E Preferred Stock is convertible into 0.109505 of a share of Common Stock without payment of further consideration and will automatically convert into 0.109505 of a share of Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

The shares are held as follows: 9,773 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 376 by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV IV KG") and 277 by MPM Asset Management Investors BV4 LLC ("AM BV4"). MPM BioVentures IV GP LLC ("BV GP LLC") and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP and BV IV KG and BV LLC is the manager of AM BV4. The Reporting Person is a member of BV LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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- The shares are held as follows: 1,479,910 by BV IV QP, 57,016 by BV IV KG, 42,083 by AM BV4 and 909,162 by MPM Bio IV NVS
- (3) Strategic Fund, L.P. ("BV IV SF"). BV GP LLC and BV LLC are the direct and indirect general partners of BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (4) The shares are held as follows: 1,539,486 by BV IV QP, 59,313 by BV IV KG, 43,776 by AM BV4 and 116,806 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (5) The shares are held as follows: 939,089 by BV IV QP, 36,179 by BV IV KG, 26,704 by AM BV4 and 421,594 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (6) The warrants are held as follows: 51,316 by BV IV QP, 1,977 by BV IV KG and 1,459 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (7) The warrants are held as follows: 481,068 by BV IV QP, 18,534 by BV IV KG and 13,679 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (8) The warrants are held as follows: 234,772 by BV IV QP, 9,044 by BV IV KG, 6,675 by AM BV4 and 105,398 BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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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