

CHIASMA, INC
Form 4
July 21, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foley Todd

(Last) (First) (Middle)

C/O MPM CAPITAL, 450
KENDALL STREET

(Street)

CAMBRIDGE, MA 02142

(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 ☒ 10% Owner
☐ Officer (give title below) ☐ Other (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 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		10,426 ⁽¹⁾	A	<u>(2)</u>	10,426	I	See Footnote <u>(3)</u>
Common Stock	07/21/2015		C		2,488,171 ⁽⁴⁾	A	<u>(2)</u>	2,498,597	I	See Footnote <u>(5)</u>
Common Stock	07/21/2015		C		1,759,381 ⁽⁶⁾	A	<u>(2)</u>	4,257,978	I	See Footnote <u>(7)</u>
Common Stock	07/21/2015		C		1,423,566 ⁽⁸⁾	A	<u>(2)</u>	5,681,544	I	See Footnote

(9)

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 of Number of Shares
Series B-1' Preferred Stock	(2)	07/21/2015		C	95,225 (1)	(2)	(2)	Common Stock	10,426
Series C' Preferred Stock	(2)	07/21/2015		C	22,721,988 (4)	(2)	(2)	Common Stock	2,488,1 (4)
Series D' Preferred Stock	(2)	07/21/2015		C	16,066,669 (6)	(2)	(2)	Common Stock	1,759,3 (6)
Series E Preferred Stock	(2)	07/21/2015		C	13,000,000 (8)	(2)	(2)	Common Stock	1,423,5 (8)

Reporting Owners

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

Signatures

/s/ Todd Foley 07/21/2015

**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).

The shares, on a common stock equivalent basis, were converted 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.

(2) The shares of Series B-1' Preferred Stock, Series C' Preferred Stock, Series D' Preferred Stock and Series E 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 further consideration. The shares had no expiration date.

(3) The shares are held as follows: 9,773 by BV IV QP, 376 by BV IV KG and 277 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(4) The shares, on a common stock equivalent basis, were converted 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 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.

(5) The shares are held as follows: 1,489,683 by BV IV QP, 57,392 by BV IV KG, 42,360 by AM BV4 and 909,162 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(6) The shares, on a common stock equivalent basis, were converted 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.

(7) The shares are held as follows: 3,029,169 by BV IV QP, 116,705 by BV IV KG, 86,136 by AM BV4 and 1,025,968 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(8) The shares, on a common stock equivalent basis, were converted 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.

(9) The shares are held as follows: 3,968,258 by BV IV QP, 152,884 by BV IV KG, 112,840 by AM BV4 and 1,447,562 by 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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