Growth Equity Opportunities Fund IV, LLC
Form 4
April 08, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Growth Equity Opportunities Fund IV, LLC

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600,

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AVEO PHARMACEUTICALS INC [AVEO]

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2019

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	04/08/2019		P		4,347,827	A	$ 1.14	25,243,865	D (1) (2)	

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

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SEC 1474 (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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Warrant to Purchase Common Stock	$ 1.25	04/08/2019		P		4,347,827		04/08/2019	04/08/2021	Common Stock	4,34

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Growth Equity Opportunities Fund IV, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093		X		
NEA 15 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA Partners 15, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
New Enterprise Associates 15, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Sasha Keough, attorney-in-fact	04/08/2019
**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).

(1) The shares are directly held by Growth Equity Opportunities Fund IV, LLC ("GEO IV") and indirectly held by New Enterprise Associates 15, L.P. ("NEA 15"), the sole member of GEO IV; NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15; NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15; and the individual managers of NEA 15 GP (NEA 15, NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP, together, the "Indirect Reporting Persons").

(2) The individual managers of NEA 15 GP are Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Mohamad Makhzoumi, Joshua Makower, David M. Mott, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by GEO IV in which the Indirect Reporting Persons have no pecuniary interest.

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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