

CHIASMA, INC
Form 3
July 16, 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 *

Abingworth LLP

(Last) (First) (Middle)

38 JERMYN STREET

(Street)

LONDON, X0 SW1Y 6DN

(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

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____X____ 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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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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

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

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

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Series D' Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock <u>(2)</u>	1,642,575	\$ <u>(1)</u>	I <u>(3)</u>	See Note <u>(3)</u>
Series E Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock <u>(2)</u>	438,020	\$ <u>(4)</u>	I <u>(3)</u>	See Note <u>(3)</u>
Warrants (Right to Purchase)	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock <u>(2)</u>	410,642	\$ <u>(5)</u>	I <u>(3)</u>	See Note <u>(3)</u>
Warrants (Right to Purchase)	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock <u>(2)</u>	109,504	\$ <u>(6)</u>	I <u>(3)</u>	See Note <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abingworth LLP 38 JERMYN STREET LONDON,Â X0Â SW1Y 6DN	Â	Â X	Â	Â

Signatures

/s/ James Abell 07/16/2015

 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).

The Series D' Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-9.132 (after reverse stock split) basis

(1) without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

(2) Reflects a 1-for-9.132 reverse stock split effected on June 30, 2015.

The shares are held by Abingworth Bioventures V, LP ("Abingworth"). Abingworth Bioventures V GP LP ("Abingworth GP") serves as the general partner of Abingworth. Abingworth General Partner V LLP, serves as the general partner of Abingworth GP. Abingworth (acting by its general partner Abingworth GP, acting by its general partner Abingworth General Partner V LLP) has delegated to

(3) Abingworth LLP all investment and dispositive power over the securities held by Abingworth. The reporting person holds the reported securities indirectly through Abingworth. The reporting person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The Series E Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-9.132 (after reverse stock split) basis

(4) without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

Abingworth has the right to purchase shares of the Issuer's Common Stock under the Series D' Convertible Preferred Stock Purchase Agreement at a price of \$0.09, which right to purchase is currently exercisable and expires with regards to half of the shares on March 28, 2022 and with regards to the other half of the shares on October 22, 2022. Each Warrant will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

(5)

Abingworth has the right to purchase shares of the Issuer's Common Stock under the Series E Convertible Preferred Stock Purchase Agreement at a price of \$9.13, which right to purchase is currently exercisable and expires on December 15, 2024. Each Warrant will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

(6)

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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