

CHIASMA, INC
Form 4/A
March 09, 2016

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 *
Abingworth LLP

(Last) (First) (Middle)

38 JERMYN STREET

(Street)

LONDON, X0 SW1Y 6DN

(City) (State) (Zip)

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

CHIASMA, INC [CHMA]

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

07/15/2015

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

07/17/2015

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)

__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 07/15/2015 | | C | Amount 2,080,595 (1) | (A) or (D) Price A (1) 2,080,595 (2) | I (3) | See Note (3) |

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

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information contained in this form are not
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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)

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| 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 Security (Instr. 3 and 4) | | |
|---|---|---|---|---|--|--|--|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series D' Convertible Preferred Stock | <u>(1)</u> | 07/15/2015 | | C | 1,642,575 | <u>(1)</u> | <u>(1)</u> | Common Stock <u>(2)</u> | 1,642,575 |
| Series E Convertible Preferred Stock | <u>(1)</u> | 07/15/2015 | | C | 438,020 | <u>(1)</u> | <u>(1)</u> | Common Stock <u>(2)</u> | 438,020 |
| Warrants (Right to Purchase) | <u>(4)</u> | 07/15/2015 | | J | 410,642 | <u>(4)</u> | <u>(4)</u> | Common Stock <u>(2)</u> | 410,642 |
| Warrants (Right to Purchase) | <u>(5)</u> | 07/15/2015 | | J | 109,504 | <u>(5)</u> | 12/16/2024 | Common Stock <u>(2)</u> | 109,504 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Abingworth LLP 38 JERMYN STREET LONDON, X0 SW1Y 6DN | | | X | |

Signatures

/s/John Heard 03/09/2016

 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) Upon the closing of the Issuer's initial public offering, each share of Series D' Convertible Preferred Stock and Series E Convertible Stock automatically converted into Common Stock on a 1-for-9.132 (after reverse stock split) basis without payment of further consideration.

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

(3) 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 Abingworth LLP, all investment and dispositive power over the securities held by Abingworth. The reporting person holds the reported

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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.

- (4) 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.
- (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 16, 2024.

Remarks:

This Form 4 is being filed to correct the original Form 3 filed on July 16, 2015 and the original Form 4 filed on July 17, 2015.

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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