

WOLLAEGER TIMOTHY
Form 4
April 16, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
WOLLAEGER TIMOTHY

2. Issuer Name and Ticker or Trading Symbol
CHIMERIX INC [CMRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2013

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

C/O CHIMERIX, INC., 2505
MERIDIAN PARKWAY, SUITE
340

(Street)

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

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

DURHAM, NC 27713

(City) (State) (Zip)

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 (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 04/16/2013 | | C | 183,096 | A | <u>(1)</u> 183,096 | I | See Footnote <u>(2)</u> |
| Common Stock | 04/16/2013 | | C | 474,330 | A | <u>(3)</u> 657,426 | I | See Footnote <u>(2)</u> |
| Common Stock | 04/16/2013 | | C | 469,480 | A | <u>(4)</u> 1,126,906 | I | See Footnote <u>(2)</u> |
| Common Stock | 04/16/2013 | | C | 695,496 | A | <u>(5)</u> 1,822,402 | I | See |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|-----|-----------|-----------------|------------------------|
| Stock | | | | | | | | Footnote (2) | |
| Common Stock | 04/16/2013 | | C | 771,372 | A | (6) | 2,593,774 | I | See Footnote (2) |
| Common Stock | 04/16/2013 | | C | 619,852 | A | (7) | 3,213,626 | I | See Footnote (2) |
| Common Stock | 04/16/2013 | | C | 792,037 | A | (8) | 4,143,152 | (9) I | See Footnote (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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series A Preferred Stock | (1) | 04/16/2012 | | C | 650,000 | (1) (1) | Common Stock 183,096 |
| Series B Preferred Stock | (3) | 04/16/2012 | | C | 1,683,879 | (3) (3) | Common Stock 474,330 |
| Series B-1 Preferred Stock | (4) | 04/16/2012 | | C | 1,666,667 | (4) (4) | Common Stock 469,480 |
| Series C Preferred Stock | (5) | 04/16/2012 | | C | 2,469,034 | (5) (5) | Common Stock 695,496 |
| Series D Preferred Stock | (6) | 04/16/2012 | | C | 2,738,386 | (6) (6) | Common Stock 771,372 |
| | (7) | 04/16/2012 | | C | 2,200,490 | (7) (7) | 619,852 |

| | | | | | | | | | |
|--------------------------|-----|------------|---|-----------|-----|-----|--|--------------|---------|
| Series E Preferred Stock | | | | | | | | Common Stock | |
| Series F Preferred Stock | (8) | 04/16/2012 | C | 2,811,735 | (8) | (8) | | Common Stock | 792,037 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLLAEGER TIMOTHY C/O CHIMERIX, INC. 2505 MERIDIAN PARKWAY, SUITE 340 DURHAM, NC 27713 | X | X | | |

Signatures

/s/ Timothy J. Wollaeger
04/16/2013

__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, every 3.55 shares of Series A Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (2) See attached Exhibit 99.1
- (3) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series B Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (4) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series B-1 Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (5) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series C Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (6) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series D Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (7) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series E Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (8) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series F Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (9) Includes 137,489 shares issued as payment of accrued dividends on the Series F Preferred Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.