

NEA PARTNERS 10 L P
Form 4
May 11, 2018

FORM 4

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

OMB APPROVAL

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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 *
NEW ENTERPRISE ASSOCIATES
10 L P

(Last) (First) (Middle)

1954 GREENSPRING
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLYCOMIMETICS INC [GLYC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 05/10/2018 | | X | 216,046 A | \$ 0.33 4,706,797 | D (1) | |
| Common Stock | 05/10/2018 | | S(2) | 4,006 D | \$ 17.81 4,702,791 | D (1) | |
| Common Stock | 05/10/2018 | | X | 298,406 A | \$ 0.33 5,001,197 | D (1) | |
| Common Stock | 05/10/2018 | | S(3) | 5,533 D | \$ 17.81 4,995,664 | D (1) | |

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

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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 Number Shares |
| Warrant to Purchase Common Stock (right to buy) | \$ 0.33 | 05/10/2018 | | X | 216,046 | 07/03/2008 07/03/2018 | Common Stock | 216,046 | |
| Warrant to Purchase Common Stock (right to buy) | \$ 0.33 | 05/10/2018 | | X | 298,406 | 01/16/2009 01/16/2019 | Common Stock | 298,406 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 10 L P 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |
| NEA PARTNERS 10 L P 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | | X | | |

Signatures

/s/ Sasha Keough,
attorney-in-fact

05/11/2018

__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 New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners 10 and its individual general partners together, the "Indirect Reporting Persons"). The individual general partners of NEA Partners 10 are Peter J. Barris, M. James Barrett and Scott D. Sandell. Each Indirect Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which such Indirect Reporting Person has no pecuniary interest.

(2) On May 10, 2018, NEA 10 exercised warrants to purchase a total of 216,046 shares of the Issuer's common stock for \$0.33 a share. NEA 10 paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 4,006 of the warrant shares to pay the exercise price and issuing 212,040 shares to NEA 10. The Issuer also paid cash to NEA 10 in lieu of any fractional shares to be issued upon exercise of the warrants.

(3) On May 10, 2018, NEA 10 exercised warrants to purchase a total of 298,406 shares of the Issuer's common stock for \$0.33 a share. NEA 10 paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 5,533 of the warrant shares to pay the exercise price and issuing 292,873 shares to NEA 10. The Issuer also paid cash to NEA 10 in lieu of any fractional shares to be issued upon exercise of the warrants.

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.