

ENDOCYTE INC
Form 4/A
March 09, 2011

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 *
MIDDLETON FRED A

(Last) (First) (Middle)

400 S. EL CAMINO REAL, SUITE 1200

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENDOCYTE INC [ECYT]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
02/11/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/09/2011		C		880,831	A	<u>(1)</u> 1,017,304 <u>(2)</u>	I	By Sanderling Venture Partners V, L.P. <u>(3)</u> <u>(4)</u>
Common Stock	02/09/2011		C		215,719	A	<u>(1)</u> 249,148 <u>(5)</u>	I	By Sanderling V Biomedical, L.P. <u>(3)</u> <u>(4)</u>
Common Stock	02/09/2011		C		99,791	A	<u>(1)</u> 113,315 <u>(6)</u>	I	By Sanderling V Limited

Common Stock	02/09/2011	C	17,318	A	<u>(1)</u>	149,003 ⁽⁷⁾	I	Partnership ⁽³⁾ <u>(4)</u>
								By Sanderling Ventures Management V ⁽³⁾ ⁽⁸⁾
Common Stock	02/09/2011	C	88,794	A	<u>(1)</u>	100,828 ⁽⁹⁾	I	By Sanderling V Beteiligungs GmbH & Co. KG ⁽³⁾ ⁽⁴⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6 ⁽¹⁰⁾	02/09/2011		A	15,706	⁽¹¹⁾	02/09/2021	Common Stock	15,706

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDDLETON FRED A 400 S. EL CAMINO REAL, SUITE 1200 SAN MATEO, CA 94402	X			

Signatures

/s/ Michael A. Sherman, Attorney-in-Fact for Fred A. Middleton (power of attorney previously filed)

03/09/2011

__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) Each share of the Issuer's Series A-1, Series A-2, Series B, Series C-1, Series C-2 and Series C-3 Preferred Stock automatically converted into shares of Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.
- The original Form 4 filing reported that 72,502 shares held by Sanderling Venture Partners V, LP were subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement dated July 10, 2001 between the Company and each of Sanderling
- (2) Venture Partners V, LP, Sanderling V Biomedical, LP, ABV Holding Company 7 LLC, Douglas G. Bailey, and Cincinnati Financial Corporation (the "Restricted Stock Purchase Agreement"). This Amendment is being filed to report that only 8,529 shares held by Sanderling Venture Partners V, LP are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement.
- (3) Mr. Middleton disclaims beneficial ownership of the shares directly held by the entities affiliated with Sanderling except to the extent of his individual pecuniary interest therein.
- Fred Middleton is a managing director of Middleton, McNeil & Mills Associates V, LLC which has the ultimate voting and investment power over shares held of record by Sanderling V Beteiligungs GmbH & Co. KG, Sanderling V Biomedical Co-Investment Fund, L.P., Sanderling V Biomedical, L.P., Sanderling V Limited Partnership, Sanderling Venture Partners V, L.P., Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH and Co. KG, Sanderling VI Limited Partnership and Sanderling V
- (4) Strategic Exit Fund, L.P. and he may be deemed to have voting and investment power over shares held of record by Sanderling V Beteiligungs GmbH & Co. KG, Sanderling V Biomedical Co-Investment Fund, L.P., Sanderling V Biomedical, L.P., Sanderling V Limited Partnership, Sanderling Venture Partners V, L.P., Sanderling Venture Partners VI Co-Investment Fund, L.P., Sanderling VI Beteiligungs GmbH and Co. KG, Sanderling V Strategic Exit Fund, L.P. and Sanderling VI Limited Partnership.
- The original form 4 filing reported that 17,759 shares held by Sanderling V Biomedical, LP were subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement. This Amendment is being filed to report that only 2,089 shares held by
- (5) Sanderling V Biomedical, LP are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement.
- The original Form 4 filing reported that 7,185 shares held by Sanderling V Limited Partnership were subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement. This Amendment is being filed to report that only 845 shares held by
- (6) Sanderling V Limited Partnership are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement.
- The original Form 4 filing reported that 44,502 shares held by Sanderling Ventures Management V were subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement. This Amendment is being filed to report that only 5,235 shares held by
- (7) Sanderling Ventures Management V are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement.
- Fred Middleton is the owner of Sanderling Ventures Management V and Sanderling Ventures Management VI Partnership and he may
- (8) be deemed to have voting and investment power over shares held of record by Sanderling Ventures Management V and Sanderling Ventures Management VI Partnership.
- The original Form 4 filing reported that 6,393 shares held by Sanderling V Beteiligungs GmbH & Co. KG were subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement. This Amendment is being filed to report that 752 shares held by
- (9) Sanderling V Beteiligungs GmbH & Co. KG are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement.
- (10) The original Form 4 filing incorrectly reported the exercise price as \$7.23.
- (11) Shares subject to the option vest 1/3 of the shares upon the business day before each of the Issuer's first three annual stockholder meetings following February 9, 2011.

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.