

ENDOCYTE INC
Form 4
December 22, 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)
12/20/2011

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

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/20/2011		P	916 A \$ 3.18	75,000	D	
Common Stock					1,017,304	I	By Sanderling Venture Partners V, L.P. (1) (2)
Common Stock					871,461 (3)	I	By Sanderling Venture Partners VI Co-Investment Fund, L.P. (1) (2)

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Common Stock	267,491	I	By Sanderling Venture Partners V Co-Investment Fund, L.P. <u>(1)</u> <u>(4)</u>
Common Stock	249,148	I	By Sanderling V Biomedical, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	162,170	I	By Sanderling V Biomedical Co-Investment Fund, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	113,315	I	By Sanderling V Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	149,003	I	By Sanderling Ventures Management V <u>(1)</u> <u>(5)</u>
Common Stock	100,828	I	By Sanderling V Beteiligungs GmbH & Co. KG <u>(1)</u> <u>(2)</u>
Common Stock	35,166 <u>(6)</u>	I	By Sanderling Ventures Management VI <u>(1)</u> <u>(5)</u>
Common Stock	10,049	I	By Sanderling VI Limited Partnership <u>(1)</u> <u>(2)</u>
Common Stock	8,434	I	By Sanderling VI Beteiligungs GmbH & Co. KG <u>(1)</u> <u>(2)</u>
Common Stock	785,417	I	By Sanderling V Strategic Exit Fund, L.P. <u>(1)</u> <u>(2)</u>

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MIDDLETON FRED A
400 S. EL CAMINO REAL, SUITE 1200 X
SAN MATEO, CA 94402

Signatures

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

12/22/2011

__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) 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 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.
- (3) Includes 217,800 shares purchased on December 20, 2011 and 217,800 shares purchased on December 21, 2011 by Sanderling Venture Partners VI Co-Investment Fund, L.P., as reported by that entity on a Form 4 filed with the Securities and Exchange Commission on

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December 22, 2011.

(4) Fred Middleton is a managing director of Middleton, McNeil & Mills Associate V, LLC which has the ultimate voting and investment power over shares held of record by Sanderling Venture Partners V Co-Investment Fund, L.P. and he may be deemed to have voting and investment power over shares of record by Sanderling Venture Partners V Co-Investment Fund, L.P.

(5) Fred Middleton is the owner of Sanderling Ventures Management V and Sanderling Ventures Management VI Partnership and he may be deemed to have voting and investment power over shares held of record by Sanderling Ventures Management V and Sanderling Ventures Management VI Partnership.

(6) Includes 2,200 shares purchased on December 20, 2011 and 2,200 shares purchased on December 21, 2011 by Sanderling Ventures Management VI, as reported by that entity on a Form 4 filed with the Securities and Exchange Commission on December 22, 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.