

AFFYMAX INC
Form 5
February 13, 2007

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
Hozoji Hironori

(Last) (First) (Middle)

C/O AFFYMAX, INC., 4001
MIRANDA AVE.

(Street)

2. Issuer Name and Ticker or Trading
Symbol
AFFYMAX INC [AFFY]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

PALO ALTO, CA 94304

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/20/2006	Â	C4	Amount 993,903 (1)	(A) or (D) Price \$ (2) 993,903	I	See FN (3)

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
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(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 Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series D Convertible Preferred Stock	1	12/20/2006	1	C4	1 993,903	1 (4) 1 (4)	Common Stock 993,903

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hozoji Hironori C/O AFFYMAX, INC. 4001 MIRANDA AVE. PALO ALTO, CA 94304	1 X 1 1 1

Signatures

/s/ Ali Mahdavi,
Attorney-in-Fact 02/12/2007

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) Automatic conversion, upon the closing of the Issuer's initial public offering, of Series D Preferred Stock at a rate of 1 for 1, resulting in the issuance of 993,903 shares of common stock.
- (2) The Series D Preferred Stock converted into the Issuer's common stock at a rate of 1 for 1.
- The shares are held as follows: 662,602 held by JAFCO Life Sciences No. 1 Investment Enterprise Partnership; 99,390 held by JAFCO V-1(A) Venture Capital Investment Limited Partnership; 165,650 held by JAFCO V-1(B) Venture Capital Investment Limited Partnership; and 66,261 held by JAFCO V-1 STAR Venture Capital Investment Limited Partnership (the "JAFCO Funds"). The reporting person holds shared voting or investment power of the shares held by each of the JAFCO Funds. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (4) The securities are preferred stock of the Issuer and do not have an expiration date. The securities automatically converted into common stock upon the closing of the Issuer's initial public offering.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.