

Greenman William Mariner
Form 4
March 13, 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 *
Greenman William Mariner

2. Issuer Name and Ticker or Trading Symbol
CERUS CORP [CERS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CERUS CORPORATION, 2550 STANWELL DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2018

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

President and CEO

(Street)

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

CONCORD, CA 94520

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 or Price | | |
| Common Stock | 03/10/2018 | | M | | 22,500 A <u>(1)</u> | 344,420 <u>(2)</u> | D |
| Common Stock | 03/12/2018 | | S | | 7,735 <u>(3)</u> D \$ 4.8013 <u>(4)</u> | 336,685 | D |
| Common Stock | 03/12/2018 | | M | | 28,125 A <u>(1)</u> | 364,810 | D |
| Common Stock | 03/13/2018 | | S | | 10,031 <u>(3)</u> D \$ 5.05 | 354,779 | D |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (1) | 03/10/2018 | | M | 22,500 | (5) (5) | Common Stock | 22,500 |
| Restricted Stock Unit | (1) | 03/12/2018 | | M | 28,125 | (7) (7) | Common Stock | 28,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Greenman William Mariner C/O CERUS CORPORATION 2550 STANWELL DRIVE CONCORD, CA 94520 | X | | President and CEO | |

Signatures

William M. Greenman by Chrystal Menard,
attorney-in-fact 03/13/2018

__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) Each restricted stock unit represents a contingent right to receive one (1) share of Cerus Common Stock.
- (2) Includes 4,982 shares purchased under Issuer's Employee Stock Purchase Plan on 2/28/18.

(3) Represents the number of shares required to be sold to cover the statutory tax withholding obligations and corresponding brokerage fee in connection with the vesting of the restricted stock units listed in Table II. This sale is mandated by the election to satisfy the minimum statutory tax withholding obligations through a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.

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- The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.80 to \$4.9452 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.
- (4) The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.80 to \$4.9452 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.
 - (5) The restricted stock unit vests in three equal annual installments beginning on March 10, 2017.
 - (6) Not applicable.
 - (7) The restricted stock unit vests in three equal annual installments beginning on March 12, 2018.

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.