

ACCELERON PHARMA INC

Form 4

July 02, 2014

**FORM 4****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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ertel Steven D

2. Issuer Name **and** Ticker or Trading  
Symbol  
ACCELERON PHARMA INC  
[XLRN]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
128 SIDNEY STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/01/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & Chief Business Officer

CAMBRIDGE, MA 02139

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A) or Disposed of (D)<br>Code (Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/01/2014                              |                                                             | M <sup>(1)</sup>                                           | 7,500 A \$ 5.08                                                     | 43,156                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/01/2014                              |                                                             | S <sup>(1)</sup>                                           | 7,500 D \$ 34.09                                                    | 35,656                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/01/2014                              |                                                             | M <sup>(3)</sup>                                           | 2,500 A \$ 0.4                                                      | 38,156                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/01/2014                              |                                                             | S <sup>(3)</sup>                                           | 2,500 D \$ 34.1                                                     | 35,656                                                                                                             | D                                                                    |                                                                   |

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.

SEC 1474  
(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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                                      | Amount or Number of Shares |
| Option to Purchase Common Stock            | \$ 5.08                                                | 07/01/2014                           |                                                    | M <sup>(1)</sup>               |                                                                                         | 7,500                                                    |     | <sup>(5)</sup>                                                | 03/27/2018      | Common Stock                                               | 41,250                     |
| Option to Purchase Common Stock            | \$ 0.4                                                 | 07/01/2014                           |                                                    | M <sup>(3)</sup>               |                                                                                         | 2,500                                                    |     | <sup>(6)</sup>                                                | 01/18/2016      | Common Stock                                               | 9,375                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                       |       |
|------------------------------------------------------------|---------------|-----------|---------------------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                               | Other |
| Ertel Steven D<br>128 SIDNEY STREET<br>CAMBRIDGE, MA 02139 |               |           | SVP &<br>Chief<br>Business<br>Officer |       |

## Signatures

/s/ John Quisel, as attorney-in-fact for Steven Ertel

07/02/2014

\_\_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 reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 5, 2014.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.63 to \$34.27, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any securityholder of Acceleron Pharma Inc. 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 range set forth in this footnote (2) to this Form 4.
- (2) The reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2013.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.95 to \$34.27, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any securityholder of Acceleron Pharma Inc. 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 range set forth in this footnote (4) to this Form 4.
- (4) The options of registrant's common stock vested in equal quarterly installments over the first four years after the grant.
- (5) The options of registrant's common stock vested as to 25% of the shares on the first anniversary of the grant and in equal installments quarterly thereafter.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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