

ARCA biopharma, Inc.
Form 3
December 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Kеuеr Thomas A | | (Month/Day/Year) | ARCA biopharma, Inc. [ABIO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 11080 CIRCLEPOINT ROAD, SUITE 140 | | 12/30/2014 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| WESTMINSTER, CO 80020 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | Chief Operating Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 101,276 ⁽¹⁾ ⁽²⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
|---|---|--|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Options (Right to buy) | 11/02/2010 | 11/01/2016 | Common Stock | 4,452 | \$ 5.4 | D | Â |
| Stock Options (Right to buy) | 02/12/2012 | 02/11/2018 | Common Stock | 1,892 | \$ 11.16 | D | Â |
| Stock Options (Right to buy) | 11/14/2008 | 11/13/2018 | Common Stock | 1,836 | \$ 30.9 | D | Â |
| Stock Options (Right to buy) | 06/25/2013 | 06/25/2019 | Common Stock | 4,090 | \$ 17.4 | D | Â |
| Stock Options (Right to buy) | 02/18/2013 | 02/18/2020 | Common Stock | 1,333 | \$ 17.82 | D | Â |
| Stock Options (Right to buy) | 05/20/2014 | 05/20/2021 | Common Stock | 3,333 | \$ 13.44 | D | Â |
| Stock Options (Right to buy) | Â ⁽³⁾ | 09/16/2023 | Common Stock | 33,428 | \$ 1.38 | D | Â |
| Stock Options (Right to buy) | Â ⁽⁴⁾ | 10/14/2023 | Common Stock | 10,000 | \$ 1.55 | D | Â |
| Stock Options (Right to buy) | Â ⁽⁵⁾ | 02/26/2024 | Common Stock | 10,500 | \$ 1.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keuer Thomas A 11080 CIRCLEPOINT ROAD, SUITE 140 WESTMINSTER,Â COÂ 80020 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Thomas A. Keuer 12/30/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 17,076 shares of common stock owned and 84,200 unvested shares issued as restricted stock units (an "RSU") under the Issuer's 2013 Equity Incentive Plan (the "Plan"). A total of 45,000 RSUs that vest in three equal annual installments were granted on September 17, 2013. 30,000 of the remaining RSUs vest in two equal annual installments on September 17, 2015 and September 17, 2016, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time.

(2)

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(Continued from Footnote 1) A total of 30,000 RSUs that vest in three equal annual installments were granted on October 15, 2013. 20,000 of the remaining RSUs vest in two equal annual installments on October 15, 2015 and October 15, 2016, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. 34,200 of the RSUs vest in four equal annual installments from February 27, 2014, the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time.

(3) Grant to the Reporting Person of a stock option under the Plan, vesting in 36 equal monthly installments from September 17, 2013, the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

(4) Grant to the Reporting Person of a stock option under the Plan, vesting in 36 equal monthly installments from October 15, 2013, the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

(5) Grant to the Reporting Person of a stock option under the Plan, vesting in 48 equal monthly installments from February 27, 2014, the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

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.