

CHIASMA, INC
Form 4
July 21, 2015

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 *
MPM BioVentures IV QP LP

(Last) (First) (Middle)

C/O MPM CAPITAL, 450
KENDALL STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHIASMA, INC [CHMA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	07/21/2015		C		10,426 ⁽¹⁾	A	<u>(2)</u> 10,426	I	See Footnote <u>(3)</u>
Common Stock	07/21/2015		C		2,488,171 ⁽⁴⁾	A	<u>(2)</u> 2,498,597	I	See Footnote <u>(5)</u>
Common Stock	07/21/2015		C		1,759,381 ⁽⁶⁾	A	<u>(2)</u> 4,257,978	I	See Footnote <u>(7)</u>
Common Stock	07/21/2015		C		1,423,566 ⁽⁸⁾	A	<u>(2)</u> 5,681,544	I	See Footnote

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series B-1' Preferred Stock	(2)	07/21/2015		C	95,225 (1)	(2) (2)	Common Stock 10,426
Series C' Preferred Stock	(2)	07/21/2015		C	22,721,988 (4)	(2) (2)	Common Stock 2,488,1 (4)
Series D' Preferred Stock	(2)	07/21/2015		C	16,066,669 (6)	(2) (2)	Common Stock 1,759,3 (6)
Series E Preferred Stock	(2)	07/21/2015		C	13,000,000 (8)	(2) (2)	Common Stock 1,423,5 (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BioVentures IV QP LP C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142		X		
EVNIN LUKE C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142		X		

Scopa James Paul C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X
KAILIAN VAUGHN M C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X
MPM Asset Management Investors BV4 LLC C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X
MPM Bio IV NVS Strategic Fund LP C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X
MPM BioVentures IV GmbH & Co. Beteiligungs KG C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X
MPM BioVentures IV GP LLC C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X
MPM BioVentures IV LLC C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X

Signatures

By Luke Evnin, member of MPM BioVenture IV LLC, the managing member of MPM BioVentures IV GP LLC, the general partner of MPM BioVentures IV-QP, L.P. /s/ Luke Evnin	07/21/2015
__Signature of Reporting Person	Date
/s/ Luke Evnin	07/21/2015
__Signature of Reporting Person	Date
/s/ James Paul Scopa	07/21/2015
__Signature of Reporting Person	Date
/s/ Vaughn M. Kailian	07/21/2015
__Signature of Reporting Person	Date
By Luke Evnin, member of MPM BioVenture IV LLC, the manager of MPM Asset Management Investors BV4 LLC /s/ Luke Evnin	07/21/2015

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__Signature of Reporting Person

Date

By Luke Evnin, member of MPM BioVenture IV LLC, the managing member of MPM BioVentures IV GP LLC, the general partner of MPM Bio IV NVS Strategic Fund, L.P. /s/ Luke Evnin

07/21/2015

__Signature of Reporting Person

Date

By Luke Evnin, member of MPM BioVenture IV LLC, the managing member of MPM BioVentures IV GP LLC, the managing limited partner of MPM BioVentures IV GmbH & Co. Beteiligungs KG /s/ Luke Evnin

07/21/2015

__Signature of Reporting Person

Date

By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC /s/ Luke Evnin

07/21/2015

__Signature of Reporting Person

Date

By Luke Evnin, member of MPM BioVenture IV LLC /s/ Luke Evnin

07/21/2015

__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 shares, on a common stock equivalent basis, were converted as follows: 9,773 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 376 by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV IV KG") and 277 by MPM Asset Management Investors BV4 LLC ("AM BV4"). MPM BioVentures IV GP LLC ("BV GP LLC") and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP and BV IV KG and BV LLC is the manager of AM BV4. Ansbert Gadicke, Luke Evnin, Vaughn M. Kailian, James Paul Scopa and Todd Foley are the members of BV LLC. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(2) The shares of Series B-1' Preferred Stock, Series C' Preferred Stock, Series D' Preferred Stock and Series E Preferred Stock converted into 0.109505 of a share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of further consideration. The shares had no expiration date.

(3) The shares are held as follows: 9,773 by BV IV QP, 376 by BV IV KG and 277 by AM BV4. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(4) The shares, on a common stock equivalent basis, were converted as follows: 1,479,910 by BV IV QP, 57,016 by BV IV KG, 42,083 by AM BV4 and 909,162 by MPM Bio IV NVS Strategic Fund, L.P. ("BV IV SF"). BV GP LLC and BV LLC are the direct and indirect general partners of BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(5) The shares are held as follows: 1,489,683 by BV IV QP, 57,392 by BV IV KG, 42,360 by AM BV4 and 909,162 by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(6) The shares, on a common stock equivalent basis, were converted as follows: 1,539,486 by BV IV QP, 59,313 by BV IV KG, 43,776 by AM BV4 and 116,806 by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(7) The shares are held as follows: 3,029,169 by BV IV QP, 116,705 by BV IV KG, 86,136 by AM BV4 and 1,025,968 by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(8) The shares, on a common stock equivalent basis, were converted as follows: 939,089 by BV IV QP, 36,179 by BV IV KG, 26,704 by AM BV4 and 421,594 by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(9) The shares are held as follows: 3,968,258 by BV IV QP, 152,884 by BV IV KG, 112,840 by AM BV4 and 1,447,562 by BV IV SF. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

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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