

CHIASMA, INC
Form SC 13G
April 12, 2019

UNITED STATES

~~SCHEDULE 13G~~ SECURITIES AND EXCHANGE COMMISSION

**Under the Securities Exchange Act of 1934
Washington, D.C. 20549**

(Amendment No.) *

Chiasma, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

16706W102
(CUSIP Number)

April 2, 2019
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16706W102

1 NAMES OF REPORTING PERSONS
Vivo Capital IX, LLC
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
 (a)
 (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
5 SOLE VOTING POWER
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
254,737 ⁽¹⁾
6 SHARED VOTING POWER
0
7 SOLE DISPOSITIVE POWER
254,737 ⁽¹⁾
8 SHARED DISPOSITIVE POWER
0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
254,737 ⁽¹⁾
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
0.8% ⁽²⁾
TYPE OF REPORTING
12 PERSON (See
Instructions)
OO

⁽¹⁾ The shares of common stock, par value \$0.01 per share (the “Common Stock”) of Chiasma, Inc. (the “Issuer”) are held of record by Vivo Capital Fund IX, L.P. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P.

⁽²⁾ Based on 31,719,278 shares of Common Stock of the Issuer outstanding (including the exercise by the undewriters of their over-allotment option to purchase 31,719,278 shares of the Common Stock fo the Issuer), as disclosed in the prospectus supplement filed by the Issuer on March 29, 2019, pursuant to Rule 424(b)(5), which forms part of the Issuer’s Registration Statement on Form S-3 (File No. 333-223850).

CUSIP No. 16706W102

1 NAMES OF REPORTING PERSONS
Vivo Opportunity, LLC
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
2 GROUP (See Instructions)
 (a)
 (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
1,850,526 ⁽¹⁾
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
0
 SOLE DISPOSITIVE POWER
1,850,526 ⁽¹⁾
8 SHARED DISPOSITIVE POWER
0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,850,526 ⁽¹⁾
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
5.8% ⁽²⁾

12 TYPE OF REPORTING
PERSON (See
Instructions)
OO

⁽¹⁾ The shares of Common Stock are held of record by Vivo Opportunity Fund, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund, L.P.

⁽²⁾ Based on 31,719,278 shares of Common Stock of the Issuer outstanding (including the exercise by the underwriters of their over-allotment option to purchase 31,719,278 shares of the Common Stock fo the Issuer), as disclosed in the prospectus supplement filed by the Issuer on March 29, 2019, pursuant to Rule 424(b)(5), which forms part of the Issuer's Registration Statement on Form S-3 (File No. 333-223850).

Item 1.(a) Name of
Issuer:

Chiasma, Inc.

(b) Address of Issuer's Principal Executive Offices:

460 Totten Pond Rd, Suite 530, Waltham, MA 02451

Item 2. (a) Name of Person Filing:

This Schedule 13G is filed jointly by Vivo Capital IX, LLC and Vivo Opportunity, LLC. Vivo Capital IX, LLC and Vivo Opportunity, LLC have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

(b) Address of Principal Business Office or, if None, Residence:

192 Lytton Avenue, Palo Alto, CA 94301

(c) Citizenship:

Vivo Capital IX, LLC is a Delaware limited liability company.

Vivo Opportunity, LLC is a Delaware limited liability company.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e)

CUSIP Number:

16706W102

Item 3. If This Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(j), please specify the type of institution:

Not Applicable.

Item 4.

Ownership.

(a) Amount beneficially owned:

(1) Vivo Capital IX, LLC

The 254,737 shares of Common Stock are held of record by Vivo Capital Fund IX, L.P. Vivo Capital IX, LLC is the general partner of Vivo Capital Fund IX, L.P. The voting members of Vivo Capital IX, LLC are Frank Kung, Albert Cha, Edgar Engleman, Chen Yu and Shan Fu, none of whom has individual voting or investment power with respect to these shares and each of whom disclaims beneficial ownership of such shares.

(2) Vivo Opportunity, LLC

The 1,850,526 shares of Common Stock are held of record by Vivo Opportunity Fund, L.P. Vivo Opportunity, LLC is the general partner of Vivo Opportunity Fund, L.P. The voting members of Vivo Opportunity, LLC are Albert Cha, Gaurav Aggarwal, Shan Fu, Frank Kung and Michael Chang, none of whom has individual voting or investment power with respect to these shares and each of whom disclaims beneficial ownership of such shares.

(b) Percent of class:

Vivo Capital IX, LLC: 0.8%

Vivo Opportunity, LLC: 5.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Vivo Capital IX, LLC: 254,737 shares

Vivo Opportunity, LLC: 1,850,526shares

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

Vivo Capital IX, LLC: 254,737 shares

Vivo Opportunity, LLC: 1,850,526 shares

(iv) Shared power to dispose of or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Vivo Capital IX, LLC

April 12, 2019
(Date)

/s/ Albert Cha
(Signature)

Managing Member
(Title)

Vivo Opportunity, LLC

April 12, 2019
(Date)

/s/ Albert Cha
(Signature)

Managing Member
(Title)