

ConforMIS Inc
Form 4
July 08, 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 *
Abu Dhabi Investment Authority

(Last) (First) (Middle)
211 CORNICHE STREET,
(Street)

ABU DHABI, PO BOX
3600, C0 3600

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ConforMIS Inc [CFMS]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock	07/07/2015		C	3,125,000	A <u>(1)</u> 3,125,000	D <u>(2)</u> <u>(3)</u>	

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

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SEC 1474 (9-02)

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

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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 or Number of Shares
Series E 1 Preferred Stock	<u>(1)</u>	07/07/2015		C	3,125,000	<u>(1)</u>	<u>(1)</u>	Common stock	1,562,500
Series E 2 Preferred Stock	<u>(1)</u>	07/07/2015		C	3,125,000	<u>(1)</u>	<u>(1)</u>	Common Stock	1,562,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abu Dhabi Investment Authority 211 CORNICHE STREET ABU DHABI, PO BOX 3600, C0 3600	X			
Procific 122 MARY STREET, P.O. BOX 709 GRAND CAYMAN, E9 KY1-1107	X			

Signatures

/s/ Hamad Shahwan AlDhaheri, Authorized Signatory of Abu Dhabi Investment Authority	07/08/2015
__Signature of Reporting Person	Date
/s/ Saeed AlMazrouei, Authorized Signatory of Abu Dhabi Investment Authority	07/08/2015
__Signature of Reporting Person	Date
/s/ Khalifa AlFalasi, Authorized Signatory of Procific	07/08/2015
__Signature of Reporting Person	Date
/s/ Ahmed Al Mosa, Authorized Signatory of Procific	07/08/2015
__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).

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- (1) The Series E-1 Preferred Stock and Series E-2 Preferred Stock converted into common stock, par value of \$0.00001 per share (the "Common Stock"), on a two-for-one basis upon the closing of the Issuer's initial public offering on July 7, 2015, and had no expiration.
Procific directly holds 3,125,000 shares of Common Stock (the "Procific Shares"), which it acquired upon the automatic conversion of the Series E-1 Preferred Stock and Series E-2 Preferred Stock upon the closing of the Issuer's initial public offering.
- (2) The Abu Dhabi Investment Authority ("ADIA" and, together with Procific, the "Reporting Persons") is the sole owner of Procific and therefore may also be deemed to beneficially own the Procific Shares.
Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests
- (3)

Remarks:

The Reporting Persons are no longer 10% owners; however, solely for the purposes of Section 16 of the Exchange Act, each o

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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