

CHIASMA, INC
Form 4
July 17, 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 *
Abingworth LLP

(Last) (First) (Middle)
38 JERMYN STREET
(Street)
LONDON, X0 SW1Y 6DN

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2015

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)
X 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	07/15/2015		C	(A) or (D) A	2,600,741 (1) Price (1) 2,600,741 (2)	I (3)	See Note (3)

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 Number Shares
Series D' Convertible Preferred Stock	(1)	07/15/2015		C		1,642,575	(1) (1)	Common Stock (2)	1,642,575
Series E Convertible Preferred Stock	(1)	07/15/2015		C		438,020	(1) (1)	Common Stock (2)	438,020
Warrants (Right to Purchase)	(4)	07/15/2015		C		410,642	(4) (4)	Common Stock (2)	410,642
Warrants (Right to Purchase)	(5)	07/15/2015		C		109,504	(5) (5)	Common Stock (2)	109,504

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abingworth LLP 38 JERMYN STREET LONDON, X0 SW1Y 6DN			X	

Signatures

/s/ James Abell 07/17/2015

__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) Upon the closing of the Issuer's initial public offering, each share of Series D' Convertible Preferred Stock and Series E Convertible Stock automatically converted into Common Stock on a 1-for-9.132 (after reverse stock split) basis without payment of further consideration.
- (2) Reflects a 1-for-9.132 reverse stock split effected on June 30, 2015.
- (3) The shares are held by Abingworth Bioventures V, LP ("Abingworth"). Abingworth Bioventures V GP LP ("Abingworth GP") serves as the general partner of Abingworth. Abingworth General Partner V LLP, serves as the general partner of Abingworth GP. Abingworth (acting by its general partner Abingworth GP, acting by its general partner Abingworth General Partner V LLP) has delegated to Abingworth LLP, all investment and dispositive power over the securities held by Abingworth. The reporting person holds the reported securities indirectly through Abingworth. The reporting person disclaims beneficial ownership of such shares, except to the extent of its

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pecuniary interest therein. This report shall not be deemed an admission that the reporting person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (4) Abingworth had the right to purchase shares of the Issuer's Common Stock under the Series D' Convertible Preferred Stock Purchase Agreement at a price of \$0.09, which right to purchase ceased to be exercisable upon the closing of the Issuer's initial public offering. Upon the closing of the Issuer's initial public offering, each Warrant automatically converted into Common Stock on a 1-for-9.132 basis (without payment of further consideration and with no expiration date).

- (5) Abingworth had the right to purchase shares of the Issuer's Common Stock under the Series E Convertible Preferred Stock Purchase Agreement at a price of \$9.13, which right to purchase ceased to be exercisable upon the closing of the Issuer's initial public offering. Upon the closing of the Issuer's initial public offering, each Warrant automatically converted into Common Stock on a 1-for-9.132 basis (without payment of further consideration and with no expiration date).

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.