

SANDERLING V LTD PARTNERSHIP
 Form 4/A
 May 28, 2013

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 *
 Sanderling Venture Partners V, LP

2. Issuer Name and Ticker or Trading Symbol
 CHIMERIX INC [CMRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/16/2013

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

400 SOUTH EL CAMINO
 REAL, SUITE 1200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/16/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 94402

(City) (State) (Zip)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	04/16/2013		C	792,037	A	<u>(1)</u>	4,255,826 <u>(2)</u> I	SEE FOOTNOTE <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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sanderling Venture Partners V, LP 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402		X		
SANDERLING V BIOMEDICAL LP 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402		X		
SANDERLING V LTD PARTNERSHIP 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
SANDERLING V BETEILIGUNGS GMBH & CO KG 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
SANDERLING VENTURES MANAGEMENT V 400 SOUTH EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
SANDERLING V BIOMEDICAL CO INVESTMENT FUND LP 400 S EL CAMINO REAL STE 1200 SAN MATEO, CA 94402-1708		X		
Sanderling Venture Partners V Co Investment Fund, LP 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402		X		
		X		

Sanderling V Strategic Exit Fund LP
400 S. EL CAMINO REAL
SUITE 1200
SAN MATEO, CA 94402

Sanderling Venture Partners VI Co Investment Fund LP
400 SOUTH EL CAMINO REAL STE 1200
SAN MATEO, CA 94402-1708

X

Sanderling VI Beteiligungs GmbH & Co KG
400 S. EL CAMINO REAL, SUITE 1200
SAN MATEO, CA 94402

X

Signatures

See Signatures Included in
Exhibit 99.2

05/28/2013

__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, every 3.55 shares of Series F Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
 - (2) Amends the amount of securities beneficially owned following reported transactions which was understated by 112,674 shares in the original filing.
 - (3) See attached Exhibit 99.1

Remarks:

Form 4 filing 1 of 2. See Form 4 filing 2 of 2 for additional members of this joint filing.

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.