MIRAGEN THERAPEUTICS, INC.

Form 4

March 13, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEFKOFF KYLE Issuer Symbol MIRAGEN THERAPEUTICS, INC. (Check all applicable) [MGEN]

_X__ Director

Officer (give title

10% Owner Other (specify

C/O MIRAGEN THERAPEUTICS.

(Street)

(State)

(First)

INC., 6200 LOOKOUT ROAD

(Middle)

(Zip)

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

03/09/2017

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOULDER, CO 80301

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)	Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
			Code V	Amount	(D)	\$			See
Common Stock	03/09/2017		S	2,500	D	14.3846 (1)	466,773	I	Footnote (2)
Common Stock	03/10/2017		S	3,300	D	\$ 14.3118 (3)	463,473	I	See Footnote (2)
Common Stock							1,607,437	I	See Footnote (4)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration Date	or Title Number			
						Exercisable					
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEFKOFF KYLE C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER, CO 80301

X

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for Kyle A. Lefkoff

03/13/2017

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.75, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

All of the shares are held by Boulder Ventures VI, L.P. ("BV VI LP"). BV Partners VI, LLC ("BV VI LLC"), the general partner of BV VI LP may be deemed to indirectly beneficially own the shares. Kyle A. Lefkoff, Peter A. Roshko and Jonathan L. Perl are managing members of BV VI LLC, and each share voting and dispositive power over the shares held by BV VI LP. The Reporting Person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein, if any.

(3)

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.96 to \$14.645, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

All of the shares are held by Boulder Ventures V, L.P. ("BV V LP"). BV Partners V, LLC ("BV V LLC"), the general partner of BV V LP may be deemed to indirectly beneficially own the shares. Kyle A. Lefkoff, Peter A. Roshko and Jonathan L. Perl are managing members of BV V LLC, and each share voting and dispositive power over the shares held by BV V LP. The Reporting Person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein, if any.

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.