

ACCELERON PHARMA INC

Form 4

December 09, 2016

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 *
MCGUIRE TERRANCE

2. Issuer Name and Ticker or Trading Symbol
ACCELERON PHARMA INC
[XLRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2016

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

ONE MARINA PARK DRIVE,
SUITE 1100

(Street)

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

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

BOSTON, MA 02210

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/07/2016 | | X | 180,518 A | \$ 5.88 778,671 ⁽¹⁾ | I | See Footnote ⁽²⁾ |
| Common Stock | 12/08/2016 | | S ⁽³⁾ | 34,285 D | \$ 30.96 744,386 ⁽⁴⁾ | I | See Footnote ⁽²⁾ |
| Common Stock | 12/07/2016 | | X | 3,384 A | \$ 5.88 747,770 ⁽⁵⁾ | I | See Footnote ⁽²⁾ |
| Common | 12/08/2016 | | S ⁽⁶⁾ | 643 D | \$ 747,127 ⁽⁷⁾ | I | See |

| | | |
|-----------------|-------|-----------------|
| Stock | 30.96 | Footnote (2) |
| Common Stock | 1,624 | D |

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

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(9-02)

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

| 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 of Number of Shares |
| Warrant (Right to Buy) | \$ 5.88 | 12/07/2016 | | X | 180,518 | 06/10/2010 06/10/2020 | Common Stock 180,518 |
| Warrant (Right to Buy) | \$ 5.88 | 12/07/2016 | | X | 3,384 | 06/10/2010 06/10/2020 | Common Stock 3,384 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGUIRE TERRANCE ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | X | | | |

Signatures

| | |
|--|------------|
| /s/ Mary Blair, Attorney in-Fact for Terrance McGuire | 12/09/2016 |
| **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) Represents 766,574 shares, 10,102 shares, and 1,995 shares directly owned by Polaris Venture Partners IV, L.P. ("PVP IV"), Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV") and Polaris Venture Management IV, L.L.C. ("PVM IV"), respectively.

(2) The Reporting Person is a managing member of PVM IV, the general partner of each of PVP IV and PVPE IV. The Reporting Person disclaims beneficial ownership of the Funds' and PVM IV's securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest, if any, therein.

(3) On December 7, 2016, the PVP IV exercised a warrant to purchase 180,518 share of the Issuer's Common Stock for \$5.88 per share. PVP IV paid the exercise price on a cashless basis, resulting in the Issuer withholding 34,285 shares of the Issuer's shares of common stock subject to the warrant to pay the exercise price and issuing PVP IV the remaining 146,233 shares of the Issuer's common stock. The Issuer also paid \$17.76 to PVP IV in lieu of a fractional share.

(4) Represents 732,289 shares, 10,102 shares, and 1,995 shares directly owned by PVP IV, PVPE IV and PVM IV, respectively.

(5) Represents 732,289 shares, 13,486 shares, and 1,995 shares directly owned by PVP IV, PVPE IV and PVM IV, respectively.

(6) On December 7, 2016, the PVPE IV exercised a warrant to purchase 3,384 share of the Issuer's Common Stock for \$5.88 per share. PVPE IV paid the exercise price on a cashless basis, resulting in the Issuer withholding 643 shares of the Issuer's shares of common stock subject to the warrant to pay the exercise price and issuing PVPE IV the remaining 2,741 shares of the Issuer's common stock. The Issuer also paid \$9.36 to PVPE IV in lieu of a fractional share.

(7) Represents 732,289 shares, 12,843 shares, and 1,995 shares directly owned by PVP IV, PVPE IV and PVM IV, respectively.

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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