

CHIMERIX INC  
Form 4  
September 16, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

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

400 SOUTH EL CAMINO REAL,  
SUITE 1200

09/12/2014

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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) |           |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |           |   |                  |
| Common Stock                    | 09/12/2014                           |  | J <sup>(1)</sup>               |   | 164,600   | D  | \$ 0                              | 3,766,100 | I | See Footnote (2) |
| Common Stock                    | 09/12/2014                           |  | J <sup>(3)</sup>               |   | 40,300  | D  | \$ 0                              | 3,725,800 | I | See Footnote (2) |
| Common Stock                    | 09/12/2014                           |  | J <sup>(4)</sup>               |   | 81,200  | D  | \$ 0                              | 3,644,600 | I | See Footnote (2) |
| Common Stock                    | 09/12/2014                           |  | J <sup>(5)</sup>               |   | 133,900   | D  | \$ 0                              | 3,510,700 | I | See Footnote     |

|              |            |      |         |   |      |           |   |                               |
|--------------|------------|------|---------|---|------|-----------|---|-------------------------------|
| Common Stock | 09/12/2014 | J(6) | 199,300 | D | \$ 0 | 3,311,400 | I | (2)<br>See<br>Footnote<br>(2) |
|--------------|------------|------|---------|---|------|-----------|---|-------------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Sanderling Venture Partners V, LP<br>400 SOUTH EL CAMINO REAL, SUITE 1200<br>SAN MATEO, CA 94402 |               | X         |         |       |

## Signatures

See Signatures Included in Exhibit 99.2 09/16/2014

\_\_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) Pro rata distribution for no consideration by Sanderling Venture Partners V, L.P. to its partners.

## Edgar Filing: CHIMERIX INC - Form 4

- (2) See attached Exhibit 99.1
- (3) Pro rata distribution for no consideration by Sanderling V Biomedical, L.P. to its partners
- (4) Pro rata distribution for no consideration by Sanderling V Biomedical Co-Investment Fund, L.P. to its partners.
- (5) Pro rata distribution for no consideration by Sanderling Venture Partners V Co-Investment Fund, L.P. to its partners.
- (6) Pro rata distribution for no consideration by Sanderling Venture Partners VI Co-Investment Fund, L.P. to its partners.

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.