

ConforMIS Inc
Form 4
July 08, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Muhlenbeck Frank

(Last) (First) (Middle)

C/O CONFORMIS, INC., 28
CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ConforMIS Inc [CFMS]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	07/07/2015		C	1,200,875	A <u>11</u> 1,200,875	I	See footnote. (2)
Common Stock	07/07/2015		C	1,912,227	A <u>11</u> 1,912,227	I	See footnote. (3)

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Series B Preferred Stock	(1)	07/07/2015		C			1,115,234	(1)	(1)	Common Stock	55,000,000
Series C Preferred Stock	(1)	07/07/2015		C			357,142	(1)	(1)	Common Stock	17,000,000
Series D Preferred Stock	(1)	07/07/2015		C			1,353,799	(1)	(1)	Common Stock	67,000,000
Series D Preferred Stock	(1)	07/07/2015		C			2,352,179	(1)	(1)	Common Stock	1,100,000,000
Series E-1 Preferred Stock	(1)	07/07/2015		C			375,000	(1)	(1)	Common Stock	18,000,000
Series E-2 Preferred Stock	(1)	07/07/2015		C			672,952	(1)	(1)	Common Stock	33,000,000
Series D Preferred Stock Warrant (right to buy)	(4)	07/07/2015		C			208,333 (4)	(4)	(4)	Series D Preferred Stock	20,000,000
Series D Preferred Stock Warrant (right to buy)	(5)	07/07/2015		C			208,333 (5)	(5)	(5)	Series D Preferred Stock	20,000,000
Series D Preferred Stock Warrant	(6)	07/07/2015		C			100,000 (6)	(6)	(6)	Series D Preferred Stock	10,000,000

(right to
buy)Series D
Preferred
Stock
Warrant
(right to
buy)(7)

07/07/2015

C

83,333 (7)(7)(7)Series D
Preferred
Stock

83

Series D
Preferred
Stock
Warrant
(right to
buy)(8)

07/07/2015

C

66,666 (8)(8)(8)Series D
Preferred
Stock

66

Common
Stock
Warrant
(right to
buy)\$ 12 (4)

07/07/2015

C

104,166

(4)(4)Common
Stock

10

Common
Stock
Warrant
(right to
buy)\$ 12 (5)

07/07/2015

C

104,166

(5)(5)Common
Stock

10

Common
Stock
Warrant
(right to
buy)\$ 12 (6)

07/07/2015

C

50,000

(6)(6)Common
Stock

5

Common
Stock
Warrant
(right to
buy)\$ 12 (7)

07/07/2015

C

41,666

(7)(7)Common
Stock

4

Common
Stock
Warrant
(right to
buy)\$ 12 (8)

07/07/2015

C

33,333

(8)(8)Common
Stock

3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Muhlenbeck Frank
C/O CONFORMIS, INC.
28 CROSBY DRIVE
BEDFORD, MA 01730

Signatures

/s/ Lan Marinelli,
Attorney-in-Fact

07/08/2015

__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) The Series B, C, D, E-1 and E-2 Preferred Stock converted into Common Stock on a two-for-one basis upon the closing of the Issuer's initial public offering without the payment of consideration. The Series B, C, D, E-1 and E-2 Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering, and had no expiration date.

(2) The securities are directly held by aeris CAPITAL Archer L.P. The Reporting Person is a managing director of an entity that acts as an investment advisor to aeris CAPITAL Archer Ltd. (the general partner of aeris CAPITAL Archer L.P.) and disclaims beneficial ownership of all shares except to the extent of any pecuniary interest he may have therein.

(3) The securities are directly held by SGR Sagittarius Holding AG. The Reporting Person is a managing director of an entity that acts as an investment advisor to SGR Sagittarius Holding AG and disclaims beneficial ownership of all shares except to the extent of any pecuniary interest he may have therein.

(4) The Series D Preferred Stock Warrants were exercisable for 208,333 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(5) The Series D Preferred Stock Warrants were exercisable for 208,333 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(6) The Series D Preferred Stock Warrants were exercisable for 100,000 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 50,000 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(7) The Series D Preferred Stock Warrants were exercisable for 83,333 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 41,666 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(8) The Series D Preferred Stock Warrants were exercisable for 66,666 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 33,333 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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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