

AmpliPhi Biosciences Corp  
Form SC 13G  
March 21, 2016

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**AmpliPhi Biosciences Corporation**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**03211P202**

(CUSIP Number)

**November 10, 2015**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 03211P202

13G

1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Bioscience Managers PTY Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Australia

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>0              |
| 6. | Shared Voting Power<br>384,140      |
| 7. | Sole Dispositive Power<br>0         |
| 8. | Shared Dispositive Power<br>384,140 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
384,140

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
6.53% (1)

12. Type of Reporting Person (See Instructions)  
OO

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(1) This calculation is based on 5,883,503 shares of Common Stock, par value \$0.01 per share, reported to be outstanding in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 16, 2015.

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Asia Pacific Healthcare Fund II

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Australia

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>0              |
| 6. | Shared Voting Power<br>384,140      |
| 7. | Sole Dispositive Power<br>0         |
| 8. | Shared Dispositive Power<br>384,140 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
384,140

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
6.53% (1)

12. Type of Reporting Person (See Instructions)  
OO

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(1) This calculation is based on 5,883,503 shares of Common Stock, par value \$0.01 per share, reported to be outstanding in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 16, 2015.

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Jeremy Curnock Cook

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
United Kingdom

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>0              |
| 6. | Shared Voting Power<br>384,140      |
| 7. | Sole Dispositive Power<br>0         |
| 8. | Shared Dispositive Power<br>384,140 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
384,140

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
6.53% (1)

12. Type of Reporting Person (See Instructions)  
IN

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(1) This calculation is based on 5,883,503 shares of Common Stock, par value \$0.01 per share, reported to be outstanding in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 16, 2015.

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Matt McNamara

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Australia

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>0              |
| 6. | Shared Voting Power<br>384,140      |
| 7. | Sole Dispositive Power<br>0         |
| 8. | Shared Dispositive Power<br>384,140 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
384,140

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
6.53% (1)

12. Type of Reporting Person (See Instructions)  
IN

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(1) This calculation is based on 5,883,503 shares of Common Stock, par value \$0.01 per share, reported to be outstanding in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 16, 2015.

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Nora Frey

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Switzerland

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>0              |
| 6. | Shared Voting Power<br>384,140      |
| 7. | Sole Dispositive Power<br>0         |
| 8. | Shared Dispositive Power<br>384,140 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
384,140

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
6.53% (1)

12. Type of Reporting Person (See Instructions)  
IN

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(1) This calculation is based on 5,883,503 shares of Common Stock, par value \$0.01 per share, reported to be outstanding in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 16, 2015.

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1. Names of Reporting Persons  
I.R.S. Identification Nos. of Above Persons (Entities Only)

Graeme Wald

2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Australia

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

- |    |                                     |
|----|-------------------------------------|
| 5. | Sole Voting Power<br>0              |
| 6. | Shared Voting Power<br>384,140      |
| 7. | Sole Dispositive Power<br>0         |
| 8. | Shared Dispositive Power<br>384,140 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
384,140

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
6.53% (1)

12. Type of Reporting Person (See Instructions)  
IN

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(1) This calculation is based on 5,883,503 shares of Common Stock, par value \$0.01 per share, reported to be outstanding in the Issuer's Form 10-Q for the fiscal quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 16, 2015.

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**Item 1.**

- (a) Name of Issuer  
AmpliPhi Biosciences Corporation (the Issuer ).
- (b) Address of Issuer's Principal Executive Offices  
800 East Leigh Street, Suite 209, Richmond, Virginia 23219.

**Item 2.**

- (a) Name of Person Filing  
This Schedule 13G is being filed on behalf of entities Bioscience Managers PTY LTD, Asia Pacific Healthcare Fund II, and individuals Jeremy Curnock Cook, Matt McNamara, Nora Frey and Graeme Wald.

Bioscience Managers PTY LTD and Asia Pacific Healthcare Fund II are venture capital investment entities. Bioscience Managers PTY LTD serves as manager of Asia Pacific Healthcare Fund II. Voting and investment decisions in shares held by Asia Pacific Healthcare Fund II are made by unanimous decision of the investment committee, consisting of individuals Jeremy Curnock Cook, Matt McNamara, Nora Frey and Graeme Wald.

- (b) The entities and individuals are collectively referred to herein as the Reporting Persons.  
Address of the Principal Office or, if none, residence  
The address of the Reporting Persons is Level 13, 20 Hunter Street, Sydney, New South Wales, 2000, Australia.
- (c) Citizenship  
Bioscience Managers PTY LTD and Asia Pacific Healthcare Fund II are private entities organized under the laws of Australia. Jeremy Curnock Cook is a citizen of the United Kingdom. Matt McNamara and Graeme Wald are citizens of Australia. Nora Frey is a citizen of Switzerland.
- (d) Title of Class of Securities  
Common Stock, par value \$0.01 per share.
- (e) CUSIP Number  
03211P202

**Item 3.**

**Not applicable.**



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**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
  - See Row 9 of cover page for each Reporting Person
- (b) Percent of class:
  - See Row 11 of cover page for each Reporting Person
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
    - See Row 5 of cover page for each Reporting Person.
  - (ii) Shared power to vote or to direct the vote:
    - See Row 6 of cover page for each Reporting Person.