

Flexion Therapeutics Inc  
Form 4  
June 10, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Versant Ventures III, LLC

(Last) (First) (Middle)

ONE SANSOME STREET, SUITE 3630

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Flexion Therapeutics Inc [FLXN]

3. Date of Earliest Transaction (Month/Day/Year)  
06/08/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/08/2016		P		710,091	A	\$ 14 3,511,670	I	See Footnote (1)
Common Stock	06/08/2016		P		4,194	A	\$ 14 20,739	I	See Footnote (2)
Common Stock							388,683	I	See Footnote (3)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Ventures III, LLC ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Venture Capital III, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Side Fund III, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Development Fund III, L.P. ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
ATWOOD BRIAN G ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		
COLELLA SAMUEL D ONE SANSOME STREET, SUITE 3630 SAN FRANCISCO, CA 94104		X		

JAFFE ROSS A MD  
 ONE SANSOME STREET, SUITE 3630 X  
 SAN FRANCISCO, CA 94104

LINK WILLIAM J PHD  
 ONE SANSOME STREET, SUITE 3630 X  
 SAN FRANCISCO, CA 94104

MILDER DONALD B  
 ONE SANSOME STREET, SUITE 3630 X  
 SAN FRANCISCO, CA 94104

ROBERTSON REBECCA B  
 ONE SANSOME STREET, SUITE 3630 X  
 SAN FRANCISCO, CA 94104

## Signatures

Versant Ventures III, LLC 06/10/2016  
 Signature of Reporting Person Date

Versant Venture Capital III, L.P. 06/10/2016  
 Signature of Reporting Person Date

Versant Side Fund III, L.P. 06/10/2016  
 Signature of Reporting Person Date

Versant Development Fund III, LLC 06/10/2016  
 Signature of Reporting Person Date

Brian G. Atwood By: Robin L. Praeger as attorney-in-fact 06/10/2016  
 Signature of Reporting Person Date

Samuel D. Colella By: Robin L. Praeger as attorney-in-fact 06/10/2016  
 Signature of Reporting Person Date

Ross A. Jaffe, MD By: Robin L. Praeger as attorney-in-fact 06/10/2016  
 Signature of Reporting Person Date

William J. Link, MD By: Robin L. Praeger as attorney-in-fact 06/10/2016  
 Signature of Reporting Person Date

Donald B. Milder By: Robin L. Praeger as attorney-in-fact 06/10/2016  
 Signature of Reporting Person Date

Rebecca B. Robertson By: Robin L. Praeger as attorney-in-fact 06/10/2016  
 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).
- (1) The shares are held by Versant Venture Capital III, L.P. ("VVC III"). Versant Ventures III, LLC, a Delaware limited liability company ("VV III") serves as the sole general partner of VVC III. Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Barbara N. Lubash are managing directors and/or members of VV III and share voting and dispositive power over the shares held by VVC III; however, they disclaim beneficial ownership of the shares held by such entities except to the extent of their pecuniary interests therein. Samuel D. Colella is a director of the Issuer and, accordingly, files separate Section 16 reports.
- (2) The shares are held by Versant Side Fund III, L.P. ("VSF III"). VV III serves as the sole general partner of VSF III. Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Barbara N. Lubash are managing directors and/or members of VV III and share voting and dispositive power over the shares held by VSF III; however, they disclaim beneficial ownership of the shares held by such entities except to the extent of their pecuniary interests therein. Samuel D. Colella is a director of the Issuer and, accordingly, files separate Section 16 reports.
- (3) The shares are held by Versant Development Fund III, LLC ("Development III"). Brian G. Atwood, Ross A. Jaffe, M.D., Samuel D. Colella, Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Barbara N. Lubash are managing directors and/or members of VV III and share voting and investment authority over the shares held by Development III; however, they disclaim beneficial ownership of the shares held by such entities except to the extent of their pecuniary interests therein. Samuel D. Colella is a director of the Issuer and, accordingly, files separate Section 16 reports.

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.