

Clovis Oncology, Inc.
Form 4
November 22, 2011

FORM 4

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

OMB APPROVAL

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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 *
KRAMLICH C RICHARD

(Last) (First) (Middle)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2011

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)
X 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/21/2011		C		1,726,248	A	Ⓐ 1,726,248	I	See Note 2 (2)
Common Stock	11/21/2011		C		377,124	A	Ⓐ 2,103,372	I	See Note 2 (2)
Common Stock	11/21/2011		P		1,316,299	A	\$ 13 3,419,671	I	See Note 2 (2)

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A-1 Preferred Stock	<u>(1)</u>	11/21/2011		C	1,186,897	<u>(1)</u> <u>(1)</u>	Common Stock 409,27
Series A-2 Preferred Stock	<u>(1)</u>	11/21/2011		C	1,206,897	<u>(1)</u> <u>(1)</u>	Common Stock 416,17
Series B Preferred Stock	<u>(1)</u>	11/21/2011		C	2,612,330	<u>(1)</u> <u>(1)</u>	Common Stock 900,80
5% Convertible Note due 2012	<u>(3)</u>	11/21/2011		C	377,124	<u>(3)</u> <u>(3)</u>	Common Stock 377,12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAMLICH C RICHARD 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093			X	

Signatures

/s/ Louis Citron,
attorney-in-fact
11/22/2011
Date

**Signature of Reporting Person

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).

Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock automatically converted into the
(1) Issuer's Common Stock, on a 2.9 for 1 basis (inadvertently reported as a 1 for 1 basis on Form 3, filed November 15, 2011), immediately prior to the closing of the Issuer's initial public offering on November 21, 2011 and had no expiration date.

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(2) The Reporting Person is a director of NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13, L.P., ("NEA Partners 13"), the sole general partner of New Enterprise Associates 13, L.P. ("NEA 13"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.

(3) The outstanding principal and accrued and unpaid interest on the Convertible Notes automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering at the Issuer's initial public offering price per share.

(4) The Reporting Person is a director of NEA 13 LTD, the sole general partner of NEA Partners 13, the sole general partner of NEA 13, which is the holder of the Convertible Notes. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Convertible Notes in which the Reporting Person has no pecuniary interest.

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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