

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 01, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Carroll Jill

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

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

C/O S.R. ONE, LIMITED, 161 WASHINGTON STREET, SUITE 500

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CONSHOHOCKEN, PA 19428

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/01/2014 | | C | | 1,885,836 | A | (1) 1,885,836 | I | By S.R. One Limited (2) |
| Common Stock | 04/01/2014 | | P(3) | | 103,762 | A | \$ 12 (3) 1,989,598 | I | By S.R. One Limited (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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series B-1 Convertible Preferred Stock | (1) | 04/01/2014 | | C | 17,625,289 | (1) (4) | Common Stock 503,5 |
| Series B-2 Convertible Preferred Stock | (1) | 04/01/2014 | | C | 32,707,070 | (1) (4) | Common Stock 934,4 |
| Series B-3 Convertible Preferred Stock | (1) | 04/01/2014 | | C | 15,671,969 | (1) (4) | Common Stock 447,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carroll Jill C/O S.R. ONE, LIMITED 161 WASHINGTON STREET, SUITE 500 CONSHOHOCKEN, PA 19428 | X | X | | |

Signatures

/s/ Hemmie Chang, attorney-in-fact for Jill Carroll 04/01/2014

__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)

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Each share of convertible preferred stock converted automatically into common stock, on a 1-for-35 basis, upon the closing of the Issuer's initial public offering, and had no expiration date.

Shares are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline PLC. The reporting person is a senior associate at S.R. One, Limited and an employee of GlaxoSmithKline LLC, a wholly-owned subsidiary of GlaxoSmithKline PLC.

- (2) The reporting person disclaims beneficial ownership of all the shares held by S.R. One, Limited and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of her proportionate pecuniary interest therein.
- (3) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.
- (4) Not applicable.

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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