

ACCELERON PHARMA INC
Form 4/A
June 03, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGUIRE TERRANCE

(Last) (First) (Middle)

C/O POLARIS VENTURE
PARTNERS, 1000 WINTER
STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACCELERON PHARMA INC
[XLRN]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/13/2015

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/13/2015		J ⁽¹⁾		503,991 ⁽²⁾	D	\$ 0
					1,710,491 ⁽³⁾	I	
					⁽⁴⁾ ⁽⁵⁾		

See
Footnotes
⁽³⁾ ⁽⁴⁾

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
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCGUIRE TERRANCE
C/O POLARIS VENTURE PARTNERS
1000 WINTER STREET
WALTHAM, MA 02451

X

Signatures

Terrance
McGuire

06/03/2015

__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).

- Represents a pro rata distribution without additional consideration by Polaris Venture Partners IV, L.P. ("PVP IV") and Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV" and, together with PVP IV, the "Funds") to its partners.
- Represents 495,011 shares and 8,980 shares that were held directly by PVP IV and PVPE IV, respectively.

- The Reporting Person is a director of the Issuer and managing member of Polaris Venture Management Co. IV, L.L.C. ("PVM IV"), the general partner of each of PVP IV and PVPE IV. The amount of securities beneficially owned reported in column 5 represents 1,673,175 shares, 30,242 shares, and 7,074 shares that are held directly by PVP IV, PVPE IV and PVM IV, respectively following the transactions reported in this Form 4. PVM IV disclaims beneficial ownership of the Funds' securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest, if any, therein. (Continued in Footnote 4)

- Each of Jonathan A. Flint and the Reporting Person are the managing members of PVM IV and each of them disclaims beneficial ownership of the Funds' and PVM IV's securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest, if any, therein.

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- (5) The initial Form 4 filed on May 13, 2015 by the Reporting Person inadvertently listed the incorrect number of shares beneficially owned following the reported transaction in column 5 and in Footnote 3.

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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