

Dermira, Inc.
Form 4
October 08, 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 *
Canaan VIII LP

(Last) (First) (Middle)
285 RIVERSIDE AVE, STE 250
(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2014

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

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)
Common Stock	10/08/2014		C	V	Amount 2,450,873 Price \$ 0 (1)	D (2)	
Common Stock	10/08/2014		P		49,276 \$ 16	D (2)	

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)

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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 or Number of Shares
Series A Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C	1,708,040	⁽¹⁾	⁽³⁾	Common Stock	1,708,040
Series B Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C	469,878	⁽¹⁾	⁽³⁾	Common Stock	469,878
Series C Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C	272,955	⁽¹⁾	⁽³⁾	Common Stock	272,955

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canaan VIII LP 285 RIVERSIDE AVE STE 250 WESTPORT, CT 06880	X	X		
Canaan Partners VIII LLC 285 RIVERSIDE AVE STE 250 WESTPORT, CT 06880		X		

Signatures

Canaan VIII L.P. By: Canaan Partners VIII LLC its General Partner /s/ Jaime Slocum Attorney-in-Fact 10/08/2014

**Signature of Reporting Person Date

Canaan Partners VIII LLC By: /s/ Jaime Slocum Attorney-in-Fact 10/08/2014

**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).

- In connection with the consummation of the Issuer's initial public offering on October 8, 2014, each share of Preferred Stock
- (1) automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.
 - (2) Shares held directly by Canaan VIII L.P. (the "Canaan Fund"). Canaan Partners VIII LLC ("Canaan VIII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund and each may be deemed to have sole voting, investment and

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dispositive power with respect to the shares held by the Canaan Fund. Wende Hutton, a manager and member of Canaan VIII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan VIII, collectively, and no manager of Canaan VIII has beneficial ownership of any shares held by Canaan VIII L.P.

(3) None.

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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