

ACCELERON PHARMA INC
Form 4
December 19, 2016

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 *
George Jean

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ADVANCED TECHNOLOGY VENTURE, 500 BOYLSTON STREET, SUITE 1380

12/07/2016

(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

BOSTON, MA 02116

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/07/2016 | | M | (A) 127,122 (1) | \$ 5.88 127,122 | I | See footnote (2) |
| Common Stock | 12/07/2016 | | F | (D) 22,000 (3) | \$ 33.98 105,122 | I | See footnote (2) |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Warrants to Purchase Common Stock | \$ 5.88 | 12/07/2016 | | M | 127,122 (1) | (4) 06/10/2020 | | Common Stock | 127,122 (1) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

George Jean
C/O ADVANCED TECHNOLOGY VENTURE
500 BOYLSTON STREET, SUITE 1380
BOSTON, MA 02116

X

Signatures

/s/ Jean George 12/19/2016

**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) Represents 119,322 shares, 4,788 shares, 2,301 shares and 711 shares of common stock underlying warrants held by Advanced Technology Ventures VII, L.P. ("ATV VII"), Advanced Technology Ventures VII (B), L.P. ("ATV VII B"), Advanced Technology Ventures VII (C), L.P. ("ATV VII C") and ATV Entrepreneurs VII, L.P. ("ATV VII E"), respectively. Shares ultimately received by each of these entities were net of shares withheld, as described in footnote 3, due to the net exercise of warrants.
 - (2) ATV Associates VII, L.L.C. ("ATV A VII") is the general partner of ATV VII, ATV VII B, ATV VII C and ATV VII E and exercises voting and dispositive authority over the shares held by ATV VII, ATV VII B, ATV VII C and ATV VII E. Jean George is a managing director of ATV A VII and exercises voting and dispositive decisions of ATV A VII collectively with each of four other managing directors. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.
 - (3) Represents 20,648 shares, 829 shares, 399 shares and 124 shares of common stock withheld in connection with the net exercise of warrants by ATV VII, ATV VII B, ATV VII V and ATV VII E, respectively. Such shares were withheld by the issuer in satisfaction of

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the warrants' exercise price and did not involve the sale of shares by the holders.

(4) The warrants to purchase common stock were exercisable at any time at the holders' election.

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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