

Menard Chrystal
Form 4/A
March 14, 2019

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 *
Menard Chrystal

(Last) (First) (Middle)
C/O CERUS CORPORATION, 2550 STANWELL DRIVE
(Street)

CONCORD, CA 94520

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CERUS CORP [CERS]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2019

4. If Amendment, Date Original Filed (Month/Day/Year)
03/13/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/10/2019		M		5,700 A <u>11</u>	35,411 ⁽²⁾	D
Common Stock	03/12/2019		S		1,972 ₍₃₎ D \$ 6.48	33,439	D
Common Stock	03/12/2019		M		7,500 A <u>11</u>	40,939	D
Common Stock	03/13/2019		S		2,832 ₍₃₎ D \$ 5.8996	38,107	D
Common Stock	03/12/2019		M		15,834 A <u>11</u>	53,941	D

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Common Stock 03/13/2019 S 5,979
(3) D \$ 5.9 47,962 D

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)

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. Amount or Number of Shares
Restricted Stock Unit	(1)	03/10/2019		M	5,700	(4) (4)	Common Stock	5,700
Restricted Stock Unit	(1)	03/12/2019		M	7,500	(6) (6)	Common Stock	7,500
Restricted Stock Unit	(1)	03/12/2019		M	15,834	(7) (7)	Common Stock	15,834

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Menard Chrystal C/O CERUS CORPORATION 2550 STANWELL DRIVE CONCORD, CA 94520			Chief Legal Officer	

Signatures

Chrystal Menard 03/14/2019
 **Signature of Date
 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).
- (1) Each restricted stock unit represents a contingent right to receive one (1) share of Cerus Common Stock.
- (2) Includes 2,999 and 1,084 shares purchased under Issuer's Employee Stock Purchase Plan on 08/31/18 and 02/28/19, respectively.
Represents the number of shares required to be sold to cover the statutory tax withholding obligations and corresponding brokerage fee in connection with the vesting of the restricted stock units listed in Table II. This sale is mandated by the election to satisfy the minimum statutory tax withholding obligations through a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.
- (3) Represents the number of shares required to be sold to cover the statutory tax withholding obligations and corresponding brokerage fee in connection with the vesting of the restricted stock units listed in Table II. This sale is mandated by the election to satisfy the minimum statutory tax withholding obligations through a "sell to cover" transaction and does not represent a discretionary sale by the reporting person.
- (4) The restricted stock unit vests in three equal annual installments beginning on March 10, 2017.
- (5) Not applicable.
- (6) The restricted stock unit vests in three equal annual installments beginning on March 12, 2018.
- (7) The restricted stock unit vests in three equal annual installments beginning on March 12, 2019.

Remarks:

Amended to correct Table I, Column 5 to include 3/10/19 release of 5,700 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.