

Novartis Institutes for BioMedical Research, Inc.

Form 4

April 23, 2018

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 *
Novartis Institutes for BioMedical
Research, Inc.

(Last) (First) (Middle)

250 MASSACHUSETTS AVENUE

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Surface Oncology, Inc. [SURF]

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

04/23/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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	04/23/2018		C	2,272,726	A <u>(1)</u> 2,272,726	D <u>(3)</u>	
Common Stock	04/23/2018		C	909,090	A <u>(2)</u> 3,181,816	D <u>(3)</u>	
Common Stock	04/23/2018		P	766,666	A \$ 15 3,948,482	D <u>(3)</u>	

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)

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 or Number of Shares
Series A Preferred Stock	<u>(1)</u>	04/23/2018		C		1,571,429		<u>(1)</u>	<u>(4)</u>	Common Stock	2,272,72
Series A-1 Preferred Stock	<u>(2)</u>	04/23/2018		C		5,214,286		<u>(2)</u>	<u>(4)</u>	Common Stock	909,090

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Institutes for BioMedical Research, Inc. 250 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		X		
NOVARTIS AG LICHTSTRASSE 35 BASEL, V8 CH 4056		X		

Signatures

NOVARTIS INSTITUTES FOR BIOMEDICAL RESEARCH, INC., /s/ Scott A. Brown,
By: VP, General Counsel

04/23/2018

 **Signature of Reporting Person

Date _____

NOVARTIS AG, /s/ Christian Rehm, By: Authorized Signatory

04/23/2018

****Signature of Reporting Person**

Date _____

/s/ Katja Roth Pellanda, By: Authorized Signatory

04/23/2018

 **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) The 1,571,429 shares of Series A Preferred Stock held by the Reporting Person automatically converted upon the closing of the Issuer's initial public offering into 2,272,726 shares of the Issuer's Common Stock without payment or further consideration.

(2) The 5,214,286 shares of Series A-1 Preferred Stock held by the Reporting Person automatically converted upon the closing of the Issuer's initial public offering into 909,090 shares of the Issuer's Common Stock without payment or further consideration.

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- (3) The shares are held directly by Novartis Institutes for BioMedical Research, Inc. ("NIBRI"). NIBRI is an indirect wholly-owned subsidiary of, and controlled by, Novartis AG.
- (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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