

ACCELERON PHARMA INC

Form 4

October 04, 2016

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 *
George Jean

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2016

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 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	09/30/2016		S		857,145 (1)	D \$ 35.5	453,505 (2) I
							See footnotes (3) (4)

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

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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 Repo 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

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

X

Signatures

/s/ Jean George 10/04/2016

**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 802,998 shares, 32,222 shares, 15,489 shares, 4,783 shares and 1,653 shares that were held directly, and sold, 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"), ATV Entrepreneurs VII, L.P. ("ATV VII E") and ATV Alliance 2003, L.P. ("ATV 2003"), respectively.
- (2) Represents 424,855 shares, 17,049 shares, 8,195 shares, 2,531 shares and 875 shares held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.
- (3) 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.
- (4) ATV Alliance Associates, L.L.C. ("ATV Alliance LLC") is the general partner of ATV 2003 and exercises voting and dispositive authority over the shares held by ATV 2003. Voting and dispositive decisions of ATV Alliance LLC are made by Ms. George. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial

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owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.

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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