

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 01, 2014

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 *
 INTERWEST PARTNERS VIII LP

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

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

C/O INTERWEST PARTNERS, 2710 SAND HILL ROAD, SUITE 200

(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
 ___X___ Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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 Ownership (Instr. 4)
Common Stock	04/01/2014		C	1,376,480 A	1,376,480	I	See Footnote (2)
Common Stock	04/01/2014		P	75,376 (3) A	\$ 12 (3) 1,452,216	I	See Footnote (4)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A-1 Convertible Preferred Stock	(1)	04/01/2014		C		11,479,011		(1)	(5)	Common Stock
Series B-1 Convertible Preferred Stock	(1)	04/01/2014		C		6,409,436		(1)	(5)	Common Stock
Series B-2 Convertible Preferred Stock	(1)	04/01/2014		C		11,893,926		(1)	(5)	Common Stock
Series B-3 Convertible Preferred Stock	(1)	04/01/2014		C		5,699,111		(1)	(5)	Common Stock
Series B-1 Warrant	\$ 0.1297 (5)	04/01/2014		C		416,361 (10)		(11)	05/02/2017	Series B Convertible Preferred Stock
Common Stock Warrant	\$ 4.54 (5)	04/01/2014		C		11,895 (10)		(11)	05/02/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTERWEST PARTNERS VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		

InterWest Management Partners VIII, LLC C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X
INTERWEST INVESTORS VIII L P C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X
INTERWEST INVESTORS Q VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X
GIANOS PHILIP T C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X
Kliman Gilbert H C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X
Holmes W Stephen C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X
CASH HARVEY B C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X

Signatures

/s/ W. Stephen Holmes, Managing Director	04/01/2014
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	04/01/2014
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	04/01/2014
**Signature of Reporting Person	Date
/s/ Philip T. Gianos by Karen A. Wilson, Power of Attorney	04/01/2014
**Signature of Reporting Person	Date
/s/ Gilbert H. Kliman by Karen A. Wilson, Power of Attorney	04/01/2014
**Signature of Reporting Person	Date

/s/ W. Stephen Holmes 04/01/2014
 **Signature of Reporting Person Date

/s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney 04/01/2014
 **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).
- (1) Each share of convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.
 These securities are held as follows: 1,327,893 by InterWest Partners VIII, LP ("IW8"), 10,597 by InterWest Investors VIII, LP ("II8") and 37,990 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (2) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share as follows: 73,063 by InterWest Partners VIII, LP ("IW8"), 583 by InterWest Investors VIII, LP ("II8") and 2,090 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds").
 These securities are held as follows: 1,400,956 by InterWest Partners VIII, LP ("IW8"), 11,180 by InterWest Investors VIII, LP ("II8") and 40,080 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (3) The shares had no expiration date.
 These securities are held as follows: 666,318 by InterWest Partners VIII, LP ("IW8"), 5,318 by InterWest Investors VIII, LP ("II8") and 19,063 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (4) These securities are held as follows: 176,662 by IW8, 1,410 by II8 and 5,054 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (5) These securities are held as follows: 327,830 by IW8, 2,616 by II8 and 9,379 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (6) These securities are held as follows: 157,083 by IW8, 1,253 by II8 and 4,494 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (7) Each share of Series B-1 preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering on a 1-for-35 basis.
- (8) Warrant was fully exercisable upon original issue.
 These securities are held as follows: 401,663 by IW8, 3,206 by II8 and 11,492 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- (9) These securities are held as follows: 11,476 by InterWest Partners VIII, LP ("IW8"), 91 by InterWest Investors VIII, LP ("II8") and 328 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8")

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is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8.

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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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