

GLYCOMIMETICS INC
Form 4
December 17, 2014

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 *
HENOS MICHAEL A

(Last) (First) (Middle)

C/O GLYCOMIMETICS, INC., 401
PROFESSIONAL DRIVE, SUITE
250

(Street)

GAITHERSBURG, MD 20879

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLYCOMIMETICS INC [GLYC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2014

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 (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 | (A) or (D) | Price | | | |
| Common Stock | 12/15/2014 | | X | | 43,628 | A | \$ 0.33 | 497,436 | I | By funds (1) |
| Common Stock | 12/15/2014 | | S(2) | | 1,604 | D | \$ 8.98 | 495,832 | I | By funds (1) (3) |
| Common Stock | 12/17/2014 | | S | | 5,121 | D | \$ 8.97 (4) | 490,711 | I | By funds (5) |
| Common Stock | | | | | | | | 12,562 | D | |
| | | | | | | | | 22,668 | I | By spouse |

Common
Stock

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

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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 |
| Warrant to Purchase Common Stock (right to buy) | \$ 0.33 | 12/15/2014 | 12/15/2014 | X | | 5,133 | | 12/09/2005 | 12/09/2015 | Common Stock | 5,133 |
| Warrant to Purchase Common Stock (right to buy) | \$ 0.33 | 12/15/2014 | 12/15/2014 | X | | 38,493 | | 07/03/2008 | 07/03/2018 | Common Stock | 38,493 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENOS MICHAEL A
C/O GLYCOMIMETICS, INC.
401 PROFESSIONAL DRIVE, SUITE 250
GAITHERSBURG, MD 20879

X

Signatures

/s/ Brian F. Leaf,
attorney-in-fact

12/17/2014

__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) The reporting person is a manager of ATV III Partners, LLC, the general partner of Alliance Technology Ventures III, L.P. ("ATV III") and ATV III Affiliates Fund, L.P. ("ATV Affiliates"), and shares voting and investment power with respect to the securities held by ATV III and ATV Affiliates, but disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.

(2) On December 15, 2014, ATV III and ATV Affiliates exercised warrants to purchase a total of 43,628 shares of the issuer's common stock for \$0.33 a share. ATV III and ATV Affiliates paid the exercise price on a cashless basis, resulting in the issuer's withholding of 1,604 of the warrant shares to pay the exercise price and issuing 41,620 shares to ATV III and 404 shares to ATV Affiliates. The issuer also paid cash to ATV III and ATV Affiliates in lieu of any fractional shares to be issued upon exercise of the warrants.

(3) The total after the cashless exercise of the warrants includes 490,711 shares held by ATV III and 5,121 shares held by ATV Affiliates.

(4) The common stock was sold by ATV Affiliates in a series of open market transactions on the transaction date with a volume weighted average sale price of \$8.97. The range of sale prices for the transactions reported was \$8.87 to \$9.15 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) All of the shares were sold by ATV Affiliates. After this transaction, all shares are held by ATV III.

(6) 5,098 shares underlying warrants were held by ATV III and 35 shares underlying warrants are held by ATV Affiliates.

(7) 38,109 shares underlying warrants were held by ATV III and 384 shares underlying warrants are held by ATV Affiliates.

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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