

MIRAGEN THERAPEUTICS, INC.

Form 3

February 13, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Levy Adam Scott

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/13/2017

3. Issuer Name **and** Ticker or Trading Symbol

MIRAGEN THERAPEUTICS, INC. [MGEN]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Business Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O MIRAGEN
THERAPEUTICS, INC.,Â 6200
LOOKOUT ROAD

(Street)

BOULDER,Â COÂ 80301

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Stock Option (right to buy) ⁽¹⁾	Â ⁽²⁾	06/14/2026	Common Stock	162,333	\$ 1.05		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Adam Scott C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER,Â COÂ 80301	Â	Â	Â Chief Business Officer	Â

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for Adam Scott
Levy

02/13/2017

^{**}Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of common stock of the corporation then known as Miragen Therapeutics, Inc. ("Old Miragen") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among the Issuer, Signal Merger Sub, Inc. and Old Miragen (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into 0.7031 shares of the Issuer's common stock.
- (2) On June 15, 2016, Reporting Person was granted an option to purchase 230,883 shares of the common stock of Old Miragen under Old Miragen's Equity Incentive Plan at an exercise price of \$0.74 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 162,333 shares of the Issuer's common stock at a per share exercise price of \$1.05. 25% of the total shares subject to the option will vest on May 16, 2017 and the remaining 75% of the shares will vest in equal monthly installments over a period of three years thereafter, provided that at the relevant vesting dates the Reporting Person's continuous service to the Issuer has not been terminated as defined in and as determined under the Plan. The shares underlying the option are subject to accelerated vesting upon the occurrence of specified events including a change of control of the Issuer and the Reporting Person's termination. The option expires ten years after the date of grant.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.