

GLOBEIMMUNE INC
Form 4
July 08, 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 *
Celgene International Inc

(Last) (First) (Middle)

86 MORRIS AVENUE, C/O
CELGENE CORP

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLOBEIMMUNE INC [GBIM]

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/08/2014 | | C | | 68,832 | A | \$ 0 (1) |
| Common Stock | 07/08/2014 | | C | | 275,582 | A | \$ 0 (3) |
| Common Stock | 07/08/2014 | | C | | 56,256 | A | \$ 0 (4) |
| Common Stock | 07/08/2014 | | P | | 200,000 | A | \$ 10 600,670 |
| | | | | | | I | See footnote (5) |

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

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(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|--------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Series C Convertible Preferred Stock | (1) | 07/08/2014 | | C | | 2,160,682 | (1) | (1) | Common Stock | 68,83 |
| Series D Convertible Preferred Stock | (3) | 07/08/2014 | | C | | 8,650,519 | (3) | (3) | Common Stock | 275,58 |
| Series E Convertible Preferred Stock | (4) | 07/08/2014 | | C | | 1,765,888 | (4) | (4) | Common Stock | 56,25 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Celgene International Inc 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901 | | X | | |
| CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901 | | X | | |

Signatures

/s/Jonathan Biller _____ Jonathan Biller, Treasurer of Celgene International, Inc.

07/08/2014

**Signature of Reporting Person

Date

Perry Karsen, Executive Vice President and Chief Operations Officer of Celgene Corporation

07/08/2014

__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) Upon closing of the Issuer's initial public offering, each share of Series C Convertible Preferred Stock automatically converted at a ratio of 1-for-31.39 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

(2) These shares are owned directly by Celgene International Inc. ("Celgene International"), a wholly-owned subsidiary of Celgene Corporation ("Celgene"), and Celgene has the power to vote, acquire, hold and dispose of all shares. Celgene disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(3) Upon closing of the Issuer's initial public offering, each share of Series D Convertible Preferred Stock automatically converted at a ratio of 1-for-31.39 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

(4) Upon closing of the Issuer's initial public offering, each share of Series E Convertible Preferred Stock automatically converted at a ratio of 1-for-31.39 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.

(5) These shares are owned directly by Celgene. Celgene International disclaims beneficial ownership of the securities except to the extent of its 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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