

Coherus BioSciences, Inc.  
Form 4  
November 12, 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 \*  
LILLY ELI & CO

2. Issuer Name and Ticker or Trading Symbol  
Coherus BioSciences, Inc. [CHRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)

LILLY CORPORATE CENTER,

11/12/2014

Former 10% Owner

(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  
 Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46285

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.0001 par value	11/12/2014		C		2,333,955	A	<u>(1)</u>
Common Stock, \$0.0001 par value	11/12/2014		C		543,101	A	<u>(1)</u>
Common Stock, \$0.0001 par value	11/12/2014		P		164,963 <u>(3)</u>	A	\$ 13.5
					2,333,955	D	<u>(2)</u>
					2,877,056	D	<u>(2)</u>
					3,042,019	D	<u>(2)</u>

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Preferred Stock	(1)	11/12/2014		C	2,333,955	(1) (4)	Common Stock 2,333,955
Series C Preferred Stock	(1)	11/12/2014		C	543,101	(1) (4)	Common Stock 543,101

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LILLY ELI & CO  
LILLY CORPORATE CENTER  
INDIANAPOLIS, IN 46285

Former 10% Owner

Lilly Ventures Fund I LLC  
C/O COHERUS BIOSCIENCES, INC.  
201 REDWOOD SHORES PARKWAY SUITE 200  
REDWOOD CITY, CA 94065

Former 10% Owner

## Signatures

ELI LILLY & CO., By: /s/ Matthew R. Hooper, as Attorney-in-Fact for Eli Lilly & Co.

11/12/2014

\_\_Signature of Reporting Person

Date

LILLY VENTURES FUND I LLC, By: /s/ Matthew R. Hooper, as Attorney-in-Fact for Eli Lilly & Co.

11/12/2014

\*\*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 Series B Preferred Stock and Series C Preferred Stock automatically converted into shares of Issuer's Common Stock on a 1-for-1 basis upon the closing of Issuer's initial public offering.
- (2) These shares are owned directly by Lilly Ventures Fund I LLC (the "Fund"). Eli Lilly and Company, as sole Managing Member of the Fund, and pursuant to provisions of the LLC Agreement of the Fund, has voting authority with respect to shares owned by the Fund.
- (3) Lilly Ventures Fund I LLC purchased an additional 164,963 shares of Issuer's Common Stock in connection with the IPO at the offering price of \$13.50 per share.
- (4) The Series B Preferred Stock and Series C Preferred Stock have no expiration date.

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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