

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| LILLY ELI & CO | | | Coherus BioSciences, Inc. [CHRS] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Other (specify below) Former 10% Owner |
| LILLY CORPORATE CENTER, | | | 11/12/2014 | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| INDIANAPOLIS, IN 46285 | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (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> 2,333,955 |
| Common Stock, \$0.0001 par value | 11/12/2014 | | C | | 543,101 | A | <u>(1)</u> 2,877,056 |
| Common Stock, \$0.0001 par value | 11/12/2014 | | P | | 164,963 <u>(3)</u> | A | \$ 13.5 3,042,019 |

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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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