

MIRAGEN THERAPEUTICS, INC.

Form 3

February 13, 2017

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 Creecy John W

(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 Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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)

Common Stock

2,706,563 ⁽¹⁾

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See Footnote ⁽²⁾

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)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Creecy John W
C/O MIRAGEN THERAPEUTICS, INC.
6200 LOOKOUT ROAD
BOULDER, CO 80301

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Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for John W.
Creecy

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) Represents 3,849,471 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 797,308 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 1,083,333 shares of Series B preferred stock of Old Miragen and 1,968,830 shares of Series C preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock. All shares are held directly by Remeditex Ventures LLC ("Remeditex"). The Reporting Person is the chief executive officer of Remeditex and may be deemed to be the indirect beneficial owner of the shares owned by Remeditex. The Reporting Person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein, if any.

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Remarks:

Exhibit List: Exhibit 24 - Power of 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.