

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 LEFKOFF KYLE

(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)C/O MIRAGEN
THERAPEUTICS, INC.,Â 6200
LOOKOUT ROAD

(Street)

BOULDER,Â COÂ 80301

(City) (State) (Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. 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

1,607,437 ⁽¹⁾

I

See Footnotes ⁽²⁾ ⁽³⁾

Common Stock

500,433 ⁽¹⁾

I

See Footnotes ⁽⁴⁾ ⁽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)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEFKOFF KYLE

C/O MIRAGEN THERAPEUTICS, INC.

6200 LOOKOUT ROAD

BOULDER, CO 80301

Â X Â Â Â

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for Kyle A.

Lefkoff

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 2,286,214 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 55,500 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 1,691,598 shares of Series A preferred stock of Old Miragen, 306,027 shares of Series B preferred stock of Old Miragen and 233,089 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.

(3) All of the shares are held by Boulder Ventures V, L.P. ("BV V LP"). BV Partners V, LLC ("BV V LLC"), the general partner of BV V LP may be deemed to indirectly beneficially own the shares. Kyle A. Lefkoff, Peter A. Roshko and Jonathan L. Perl are managing members of BV V LLC, and each share voting and dispositive power over the shares held by BV V LP. The Reporting Person disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein, if any.

(4) Represents 711,753 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 147,419 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 564,334 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.

(5) All of the shares are held by Boulder Ventures VI, L.P. ("BV VI LP"). BV Partners VI, LLC ("BV VI LLC"), the general partner of BV VI LP may be deemed to indirectly beneficially own the shares. Kyle A. Lefkoff, Peter A. Roshko and Jonathan L. Perl are managing members of BV VI LLC, and each share voting and dispositive power over the shares held by BV VI LP. 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:

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.