

CHIMERIX INC
Form 3
April 10, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 *

MOCH KENNETH I
(Last) (First) (Middle)

C/O CHIMERIX, INC., 2505
MERIDIAN PKY, SUITE 340

(Street)

DURHAM, NC 27713

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/10/2013

3. Issuer Name and Ticker or Trading Symbol
CHIMERIX INC [CMRX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)

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)

Date Exercisable Expiration Date

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

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

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

(Instr. 5)

Stock Option (Right to Buy)	Â <u>(1)</u>	06/19/2019	Common Stock	225,352	\$ 1.57	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	08/11/2019	Common Stock	46,725	\$ 3.16	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	08/11/2019	Common Stock	94,119	\$ 3.16	I	See Footnote <u>(12)</u>
Stock Option (Right to Buy)	Â <u>(4)</u>	04/13/2020	Common Stock	31,792	\$ 3.16	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	04/13/2020	Common Stock	85,594	\$ 3.16	I	See Footnote <u>(12)</u>
Stock Option (Right to Buy)	Â <u>(6)</u>	04/06/2021	Common Stock	110,035	\$ 2.35	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	04/06/2021	Common Stock	101,232	\$ 2.35	I	See Footnote <u>(12)</u>
Stock Option (Right to Buy)	Â <u>(8)</u>	06/12/2022	Common Stock	95,377	\$ 2.38	D	Â
Stock Option (Right to Buy)	Â <u>(9)</u>	06/12/2022	Common Stock	22,009	\$ 2.38	I	See Footnote <u>(12)</u>
Restricted Stock Unit	Â <u>(10)</u>	Â <u>(11)</u>	Common Stock	8,479	\$ <u>(11)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOCH KENNETH I C/O CHIMERIX, INC. 2505 MERIDIAN PKY, SUITE 340 DURHAM, NC 27713	Â X	Â	Â President and CEO	Â

Signatures

/s/ Kenneth I. Moch 04/10/2013

 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) 64,020 shares shall be immediately exercisable upon June 8, 2009 and 1,707 shares shall become exercisable on August 8, 2010. The remainder of the shares vest in equal monthly installments beginning with and including the shares scheduled to vest on September 8, 2010 such that 4,694 shares shall vest and become exercisable on September 8, 2010 and monthly thereafter.
- (2)

Edgar Filing: CHIMERIX INC - Form 3

21,522 shares vest and become exercisable on June 8, 2010; 316 shares will vest and become exercisable on the eighth (8th) day of each month commencing on January 8, 2011 and ending on and including December 8, 2012; and 2,935 shares will vest and become exercisable on the eighth (8th) day of each month commencing on January 8, 2013 and ending on and including June 8, 2013.

- (3) The shares are fully vested and immediately exercisable.

In accordance with its terms, the option is immediately exercisable in full; however, the shares underlying the option are subject to vesting as follows: the shares shall vest in equal monthly installments commencing on the 1st of the month following April 14, 2010 and continuing thereafter for 47 months until the option is fully vested. Any shares issued upon exercise of unvested options are subject to a repurchase right in favor of the Issuer if Mr. Moch does not satisfy the option's vesting requirements. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis.

- (5) The shares are fully vested and immediately exercisable.

In accordance with its terms, the option is immediately exercisable in full; however, the shares underlying the option are subject to vesting as follows: 1/4th of the shares vest one year after April 7, 2011; the remainder of the shares vest in equal monthly installments thereafter over the next three years. Any shares issued upon exercise of unvested options are subject to a repurchase right in favor of the Issuer if Mr. Moch does not satisfy the option's vesting requirements. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis.

- (7) The shares are fully vested and immediately exercisable.

In accordance with its terms, the option is immediately exercisable in full; however, the shares underlying the option are subject to vesting as follows: the shares vest in 48 equal monthly installments commencing one month after June 13, 2012. Any shares issued upon exercise of unvested options are subject to a repurchase right in favor of the Issuer if Mr. Moch does not satisfy the option's vesting requirements. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis.

- (9) The shares are fully vested and immediately exercisable.

All of the shares subject to the Restricted Stock Unit ("RSU") shall become immediately vested upon the earlier of (i) a Change in Control (as defined in the 2012 Equity Incentive Plan (the "Plan")) and (ii) the effective date of a registration statement of the Issuer filed under the Securities Act (as defined in the Plan) for the sale of the Issuer's Common Stock (either event described in (i) or (ii), a "Vesting Event"), subject to Mr. Moch's Continuous Service (as defined in the Plan) with the Issuer as of the Vesting Event. If a Vesting Event has not occurred at the time of the Mr. Moch's termination of Continuous Service, then the RSU shall terminate in its entirety immediately as of such termination date. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis.

- (11) Not applicable.

- (12) By The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012

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.