

ChemoCentryx, Inc.
Form 4
February 14, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TECHNE CORP /MN/

(Last) (First) (Middle)

614 MCKINLEY PLACE NE

(Street)

MINNEAPOLIS, MN 55413

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ChemoCentryx, Inc. [CCXI]

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

02/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	02/13/2012		C	4,713,566	A <u>11</u> 4,713,566	D	
Common Stock	02/13/2012		C	1,021,490	A <u>21</u> 5,735,056	D	
Common Stock	02/13/2012		P	500,000	A \$ 10 6,235,056	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 of Underlying Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title		
				Code	V	(A)	(D)			
Series A Preferred Stock	<u>(1)</u>	02/13/2012		C			5,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Preferred Stock	<u>(1)</u>	02/13/2012		C			1,946,836	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Preferred Stock	<u>(1)</u>	02/13/2012		C			1,223,148	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Preferred Stock	<u>(1)</u>	02/13/2012		C			1,257,149	<u>(1)</u>	<u>(1)</u>	Common Stock
Convertible Promissory Note	<u>(2)</u>	02/13/2012		C			\$ 10,214,900	<u>(2)</u>	<u>(2)</u>	Common Stock
Warrant	\$ 20	02/13/2012		A		150,000		02/13/2012	02/12/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TECHNE CORP /MN/ 614 MCKINLEY PLACE NE MINNEAPOLIS, MN 55413	X

Signatures

Thomas E
Oland, CEO
02/14/2012

**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).

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- The Issuer's Preferred Stock, which had no expiration date, automatically converted to Common Stock at the closing of the Issuer's initial
- (1) public offering ("IPO") on February 13, 2012 at a conversion ratio of one share of Common Stock for every two shares of Preferred Stock rounded down to the next whole number, for no additional consideration.
 - (2) The principal amount of the Convertible Promissory Note, plus accrued interest, automatically converted upon the closing of the IPO at a conversion price of \$10.00 per share.

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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