

Dermira, Inc.  
Form 4  
October 08, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Hutton Wende S

(Last) (First) (Middle)

C/O DERMIRA, INC., 2055  
WOODSIDE ROAD

(Street)

REDWOOD CITY, CA 94061

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Dermira, Inc. [DERM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	10/08/2014		C		2,450,873	A	\$ 0 (1)
Common Stock	10/08/2014		P		49,276	A	\$ 16 2,500,149

See footnote (2)  
See footnote (2)

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 A Preferred Stock	\$ 0 <sup>(1)</sup>	10/08/2014		C	1,708,040	<sup>(1)</sup> <sup>(3)</sup>	Common Stock 1,708,040
Series B Preferred Stock	\$ 0 <sup>(1)</sup>	10/08/2014		C	469,878	<sup>(1)</sup> <sup>(3)</sup>	Common Stock 469,878
Series C Preferred Stock	\$ 0 <sup>(1)</sup>	10/08/2014		C	272,955	<sup>(1)</sup> <sup>(3)</sup>	Common Stock 272,955

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutton Wende S C/O DERMIRA, INC. 2055 WOODSIDE ROAD REDWOOD CITY, CA 94061		X		

**Signatures**

/s/ Jaime Slocum,  
Attorney-in-fact  
  
Date: 10/08/2014  
  
\*Signature of Reporting Person

**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).
- In connection with the consummation of the Issuer's initial public offering on October 8, 2014, each share of Preferred Stock automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.
- (1) Shares held directly by Canaan VIII L.P. (the "Canaan Fund"). Canaan Partners VIII LLC ("Canaan VIII" and together with the Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund. Investment and voting decisions with respect to the shares held by the Canaan Fund are made by the managers of Canaan VIII, collectively, and no manager of Canaan VIII has beneficial ownership of any shares held by Canaan VIII L.P. Wende Hutton, a manager and member of Canaan VIII, serves as the representative of the Canaan Entities on the Issuer's board of directors. Ms. Hutton disclaims beneficial ownership in the securities held by the Canaan Entities, except to the extent of her pecuniary interest, if any, in such securities by virtue of the limited liability company interests she owns in Canaan VIII.

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(3) None.

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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