

ConforMIS Inc
Form 4
July 08, 2015

FORM 4

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

OMB APPROVAL

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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 *
Muhlenbeck Frank

(Last) (First) (Middle)

C/O CONFORMIS, INC., 28
CROSBY DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ConforMIS Inc [CFMS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2015

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	07/07/2015		C		1,200,875	A	1,200,875	I	See footnote. (2)
Common Stock	07/07/2015		C		1,912,227	A	1,912,227	I	See footnote. (3)

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

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(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 and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Series B Preferred Stock	(1)	07/07/2015		C		(1) (1)	Common Stock 55
Series C Preferred Stock	(1)	07/07/2015		C		(1) (1)	Common Stock 17
Series D Preferred Stock	(1)	07/07/2015		C		(1) (1)	Common Stock 67
Series D Preferred Stock	(1)	07/07/2015		C		(1) (1)	Common Stock 1,1
Series E-1 Preferred Stock	(1)	07/07/2015		C		(1) (1)	Common Stock 18
Series E-2 Preferred Stock	(1)	07/07/2015		C		(1) (1)	Common Stock 33
Series D Preferred Stock Warrant (right to buy)	(4)	07/07/2015		C		(4) (4)	Series D Preferred Stock 20
Series D Preferred Stock Warrant (right to buy)	(5)	07/07/2015		C		(5) (5)	Series D Preferred Stock 20
Series D Preferred Stock Warrant	(6)	07/07/2015		C		(6) (6)	Series D Preferred Stock 10

(right to buy)										
Series D Preferred Stock Warrant (right to buy)	(7)	07/07/2015	C	83,333	(7)	(7)	(7)	Series D Preferred Stock	83	
Series D Preferred Stock Warrant (right to buy)	(8)	07/07/2015	C	66,666	(8)	(8)	(8)	Series D Preferred Stock	66	
Common Stock Warrant (right to buy)	\$ 12 (4)	07/07/2015	C	104,166	(4)	(4)	(4)	Common Stock	10	
Common Stock Warrant (right to buy)	\$ 12 (5)	07/07/2015	C	104,166	(5)	(5)	(5)	Common Stock	10	
Common Stock Warrant (right to buy)	\$ 12 (6)	07/07/2015	C	50,000	(6)	(6)	(6)	Common Stock	5	
Common Stock Warrant (right to buy)	\$ 12 (7)	07/07/2015	C	41,666	(7)	(7)	(7)	Common Stock	4	
Common Stock Warrant (right to buy)	\$ 12 (8)	07/07/2015	C	33,333	(8)	(8)	(8)	Common Stock	3	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Muhlenbeck Frank
C/O CONFORMIS, INC.
28 CROSBY DRIVE
BEDFORD, MA 01730

Signatures

/s/ Lan Marinelli,
Attorney-in-Fact

07/08/2015

__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).

(1) The Series B, C, D, E-1 and E-2 Preferred Stock converted into Common Stock on a two-for-one basis upon the closing of the Issuer's initial public offering without the payment of consideration. The Series B, C, D, E-1 and E-2 Preferred Stock were convertible at any time at the holder's election and automatically upon the closing of the Issuer's initial public offering, and had no expiration date.

(2) The securities are directly held by aeris CAPITAL Archer L.P. The Reporting Person is a managing director of an entity that acts as an investment advisor to aeris CAPITAL Archer Ltd. (the general partner of aeris CAPITAL Archer L.P.) and disclaims beneficial ownership of all shares except to the extent of any pecuniary interest he may have therein.

(3) The securities are directly held by SGR Sagittarius Holding AG. The Reporting Person is a managing director of an entity that acts as an investment advisor to SGR Sagittarius Holding AG and disclaims beneficial ownership of all shares except to the extent of any pecuniary interest he may have therein.

(4) The Series D Preferred Stock Warrants were exercisable for 208,333 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(5) The Series D Preferred Stock Warrants were exercisable for 208,333 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(6) The Series D Preferred Stock Warrants were exercisable for 100,000 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 50,000 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(7) The Series D Preferred Stock Warrants were exercisable for 83,333 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 41,666 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

(8) The Series D Preferred Stock Warrants were exercisable for 66,666 shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants automatically became exercisable for 33,333 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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.