

GAP INC
Form 4
June 30, 2017

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 *
FISHER ROBERT J

(Last) (First) (Middle)
TWO FOLSOM ST
(Street)
SAN FRANCISCO, CA 94105-1205
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2017

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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.

SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 MPM Asset Management Investors 2000A LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Delaware

SOLE VOTING POWER:

5
NUMBER OF 26,386(3)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7** 26,386(3)

SHARED DISPOSITIVE POWER:

WITH: **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

26,386(3)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(3) Includes 1,213 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM BioVentures II-QP, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 130,880

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

130,880

WITH: SHARED DISPOSITIVE POWER:

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

130,880

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM BioVentures II, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 14,444

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 14,444

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

14,444

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.04%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Germany

SOLE VOTING POWER:

5
NUMBER OF 46,089

SHARED VOTING POWER:

SHARES **6**
BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

EACH **7**
REPORTING PERSON 46,089

SHARED DISPOSITIVE POWER:

WITH: **8**
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

46,089

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM Asset Management Investors 2001 LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 2,715

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 2,715

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,715

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.01%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM Founders LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 41,146

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 41,146

SHARED DISPOSITIVE POWER:

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

41,146

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

Ansbert Gadicke

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 10,000(4)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

5,722,096(5)

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

10,000(4)

SHARED DISPOSITIVE POWER:

WITH: 8

5,722,096(5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,722,096(4)(5)

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

14.7%

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

- (4) Includes 10,000 shares issuable upon exercise of options within 60 days of December 31, 2005.
- (5) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. (BB BioVentures), 334,481 by MPM BioVentures Parallel Fund, L.P. (MPM Parallel), 25,173 by MPM Asset Management Investors 2000A LLC (MPM Asset), 130,880 by MPM BioVentures II-QP, L.P. (BV QP), 14,444 by MPM BioVentures II, L.P. (BV II), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG (BV KG), 2,715 by MPM Asset Management Investors 2001 LLC (Asset 2001) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. (BAB BV), BAB BioVentures NV and MPM BioVentures I LLC (BioVentures LLC) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. (BioVentures LP) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset. MPM Asset Management II, L.P. (AM II GP) and MPM Asset Management II LLC (AM II LLC) are the direct and indirect general partners of BV QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC.

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

Luke Evin

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

5,722,096(5)

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

WITH:

SHARED DISPOSITIVE POWER:

8

5,722,096(5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,722,096(5)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

14.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

(5) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. (BB BioVentures), 334,481 by MPM BioVentures Parallel Fund, L.P. (MPM Parallel), 25,173 by MPM Asset Management Investors 2000A LLC (MPM Asset), 130,880 by MPM BioVentures II-QP, L.P. (BV QP), 14,444 by MPM BioVentures II, L.P. (BV II), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG (BV KG), 2,715 by MPM Asset Management Investors 2001 LLC (Asset 2001) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. (BAB BV), BAB BioVentures NV and MPM BioVentures I LLC (BioVentures LLC) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. (BioVentures LP) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset. MPM Asset Management II, L.P. (AM II GP) and MPM Asset Management II LLC (AM II LLC) are the direct and indirect general partners of BV QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC.

Item 1.

- (a) Name of Issuer
Viacell, Inc.
- (b) Address of Issuer's Principal Executive Offices
245 First Street
Cambridge, MA 02142

Item 2.

- (a) Name of Person Filing

BB BioVentures, LP
MPM BioVentures Parallel Fund, LP
MPM Asset Management Investors 2000A LLC
MPM BioVentures II-QP, L.P
MPM BioVentures II, L.P.
MPM Asset Management Investors 2001 LLC
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG
MPM Founders LLC
Ansbert Gadick
Luke Evnin
- (b) Address of Principal Business Office or, if none, Residence

c/o MPM Capital L.P.
The John Hancock Tower
200 Clarendon Street, 54th Floor
Boston, MA 02116
- (c) Citizenship

All entities were organized in Delaware, except MPM BioVentures GmbH & Co Parallel-Beteiligungs KG which was organized in Germany. All individuals are United States citizens.
- (d) Title of Class of Securities

Common Stock
- (e) CUSIP Number

92554J105

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable