

Novartis Bioventures Ltd
Form 4
August 23, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Novartis Bioventures Ltd

(Last) (First) (Middle)

C/O NOVARTIS
INTERNATIONAL
AG, WSJ-200.220

(Street)

BASEL, V8 CH-4002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Altimune, Inc. [ALT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2017

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)
____ Form filed by One Reporting Person
X 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 (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
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amo Underlying Secur
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Series B Convertible Preferred Stock	\$ 2.67 ⁽¹⁾	08/21/2017	P		3,104.447		08/21/2017	08/15/2018	Common Stock, par value \$0.0001	1,
Warrant	\$ 2.67	08/21/2017	P		465,086		08/21/2017	08/15/2018	Common Stock, par value \$0.0001	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Bioventures Ltd C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 BASEL, V8 CH-4002		X		
NOVARTIS AG C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 BASEL, V8 CH-4002		X		

Signatures

/s/ Anja Koenig, Authorized Signatory for Novartis Bioventures Ltd	08/23/2017
__Signature of Reporting Person	Date
/s/ Bartosz Dzikowski, Authorized Signatory for Novartis Bioventures Ltd	08/23/2017
__Signature of Reporting Person	Date
/s/ Anja Koenig, Authorized Signatory for Novartis AG	08/23/2017
__Signature of Reporting Person	Date
/s/ Bartosz Dzikowski, Authorized Signatory for Novartis AG	08/23/2017
__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 Issuer's Series B Convertible Preferred Stock (the "Preferred Stock") is convertible at any time at the option of the holder into shares of the Issuer's common stock, par value \$0.0001 per share (the "Common Stock"), subject to certain restrictions, at an initial conversion price of \$2.67 per share and a stated amount of \$1,000 per share. Prior to the receipt of approval by the Issuer's stockholders for the

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issuance of shares pursuant to the conversion of the Preferred Stock (the "Requisite Stockholder Approval"), the Preferred Stock may not be converted by the holder if, as a result of such conversion, the holder, together with its affiliates, would hold more than 19.99% of the Issuer's Common Stock.

- (2) The board of directors of Novartis Bioventures Ltd has sole voting and investment control and power over such securities. None of the members of its board of directors has individual voting or investment power with respect to such securities and each disclaims beneficial ownership of such securities. Novartis Bioventures Ltd is an indirectly owned subsidiary of Novartis AG.

- (3) Warrants to purchase shares of the Issuer's Common Stock were acquired in connection with the acquisition of the Preferred Stock and reported on this Form 4. The Warrants held by Novartis may not be exercised if such exercise would cause Novartis to hold more than 19.99% of the Issuer's Common Stock, regardless of receipt by the Issuer of the Requisite Stockholder Approval.

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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