

Aimmune Therapeutics, Inc.
Form SC 13G/A
January 18, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Aimmune Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Titles of Class of Securities)

00900T 10 7

(CUSIP Number)

December 31, 2016

Edgar Filing: Aimmune Therapeutics, Inc. - Form SC 13G/A

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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CUSIP No. **13G Page 2 of 8**

00900T 10 7

NAME OF REPORTING
PERSON

1

Explore Holdings LLC

CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a) o

(b) o

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

Washington

SOLE VOTING
POWER

NUMBER⁵

OF

1, 024,117 (1)

SHARED

SHARES

⁶

VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

SOLE

OWNED

DISPOSITIVE

BY

⁷

POWER

EACH

1, 024,117 (1)

REPORTING

SHARED

DISPOSITIVE

PERSON

⁸

POWER

WITH:

- 0 -

9

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

1,024,117 (1)

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES o
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 2.0% (2)
TYPE OF REPORTING
PERSON

OO

(1) All Common Stock (as defined below) of Aimmune Therapeutics, Inc. (the “Issuer”) held by Explore Holdings LLC (“Explore Holdings”) may be deemed to be beneficially owned by Jeffrey P. Bezos as the sole member of Explore Holdings.

(2) Based on 50,044,727 shares of Common Stock, par value \$0.0001 per share (“Common Stock”), of the Issuer outstanding as of November 28, 2016, as reported on the Issuer’s press release dated November 28, 2016 (announcing the closing of an equity investment by Nestlé Health Science).

CUSIP No. 00900T 10 7 **13G Page 3 of 8**

NAME OF REPORTING
PERSON

1

Jeffrey P. Bezos
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a) o

(b) o

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

United States
SOLE VOTING
POWER

NUMBER 5

OF 1,024,117 (1)
SHARED

SHARES 6 VOTING POWER

BENEFICIALLY -

OWNED SOLE
BY 7 DISPOSITIVE
POWER

EACH 1,024,117 (1)

REPORTING SHARED
PERSON 8 DISPOSITIVE
POWER

WITH: - 0 -

9 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

1,024,117 (1)

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES o
PERCENT OF CLASS
REPRESENTED BY
11 AMOUNT IN ROW 9

12 2.0% (2)
TYPE OF REPORTING
PERSON

IN

(1) All Common Stock of the Issuer held by Explore Holdings may be deemed to be beneficially owned by Jeffrey P. Bezos as the sole member of Explore Holdings.

(2) Based on 50,044,727 shares of Common Stock of the Issuer outstanding as of November 28, 2016, as reported on the Issuer's press release dated November 28, 2016 (announcing the closing of an equity investment by Nestlé Health Science).

Item 1(a). Name of Issuer:

Aimmune Therapeutics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

8000 Marina Blvd #300

Brisbane, California 94005

Item 2(a). Name of Person Filing:

Explore Holdings LLC

Jeffrey P. Bezos

Item 2(b). Address of Principal Business Office or, if none, Residence:

Explore Holdings LLC

Post Office Box 94314

Seattle, WA 98124

Jeffrey P. Bezos

410 Terry Avenue North

Seattle, WA 98109-5210

Item 2(c). Citizenship:

Explore Holdings is a limited liability company organized under the laws of the state of Washington. Mr. Bezos is a United States citizen.

Item 2(d). Titles of Classes of Securities:

Common Stock, \$0.0001 par value

Item 2(e). CUSIP Number: 00900T 10 7

**Item 3.a(n): If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c),
Check Whether the Person Filing is**

(a) ☐ Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) ☐ Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

(f) o Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g) o Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h) o Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (13 U.S.C. 1813).

(i) o Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j) o Non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).

(k) o Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) Amount Beneficially Owned: See the responses to Item 9 on the attached cover pages.

(b) Percent of Class: See the responses to Item 11 on the attached cover pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote: See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of: See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of: See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security
Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 13, 2017

Explore Holdings LLC

By: /s/ Paul Dauber

Name: Paul Dauber

Title: Manager

/s /Jeffrey P. Bezos

Jeffrey P. Bezos

Joint Filing Agreement

*Incorporated herein by reference to the Joint Filing Agreement by Explore Holdings LLC and Jeffrey P. Bezos, dated as of January 26, 2016, which was previously filed with the Securities and Exchange Commission as an exhibit to the Schedule 13G filed by Explore Holdings LLC and Jeffrey P. Bezos on January 26, 2016.

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