

ATWOOD BRIAN G
Form 3
November 15, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>ATWOOD BRIAN G</p> <p>(Last) (First) (Middle)</p> <p>VERSANT VENTURES 3000 SAND HILL ROAD, BUILDING FOUR, SUITE 210</p> <p>(Street)</p> <p>MENLO PARK, CA 94025</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/15/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Clovis Oncology, Inc. [CLVS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
|---|---|--|--|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|-----------------|---------------------------------------|-------------------------|
| Series A-1 Convertible Preferred Stock <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 295,404 | \$ 0 | I | See Footnote <u>(4)</u> |
| Series A-1 Convertible Preferred Stock <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 1,861 | \$ 0 | I | See Footnote <u>(5)</u> |
| Series A-2 Convertible Preferred Stock <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 295,404 | \$ 0 | I | See Footnote <u>(4)</u> |
| Series A-2 Convertible Preferred Stock <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 1,861 | \$ 0 | I | See Footnote <u>(5)</u> |
| Series B Convertible Preferred Stock <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 639,403 | \$ 0 | I | See Footnote <u>(4)</u> |
| Series B Convertible Preferred Stock <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 4,027 | \$ 0 | I | See Footnote <u>(5)</u> |
| Convertible Promissory Note <u>(6)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 267,755 <u>(6)</u> | \$ 3,396,603.32 | I | See Footnote <u>(4)</u> |
| Convertible Promissory Note <u>(6)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 1,686 <u>(6)</u> | \$ 21,396.68 | I | See Footnote <u>(5)</u> |
| Common Stock Options <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 25,862 | \$ 0.29 | I | See Footnote <u>(7)</u> |
| Common Stock Options <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 6,896 | \$ 3.08 | I | See Footnote <u>(7)</u> |
| Common Stock Options <u>(1)</u> | Â <u>(2)</u> | Â <u>(3)</u> | Common Stock | 12,413 | \$ 11.02 | I | See Footnote <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ATWOOD BRIAN G VERSANT VENTURES 3000 SAND HILL ROAD BUILDING FOUR, SUITE 210 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |

Signatures

/s/ Brian G. 11/15/2011
Atwood

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Common Stock, Series A-1, Series A-2 and Series B Convertible Preferred Stock will automatically convert on a 1-for-1 basis into common stock upon the consummation of the Issuer's initial public offering.

(2) The securities are immediately convertible.

(3) The expiration date is not relevant to the conversion of these securities.

The shares are held by Versant Venture Capital IV, L.P. ("Versant IV"). In their capacity as managing members of Versant Ventures IV, LLC which is the general partner of each Versant IV, Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and

(4) Kirk G. Nielsen share voting and investment authority over the shares held by the Versant IV and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Kirk G. Nielsen disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

The shares are held by Versant Side Fund IV, L.P. ("Versant Side"). In their capacity as managing members of Versant Ventures IV, LLC which is the general partner of each Versant Side, Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and

(5) Kirk G. Nielsen share voting and investment authority over the shares held by the Versant Side and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Kirk G. Nielsen disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

(6) The outstanding principal amount and all accrued and unpaid interest thereon will convert into shares of common stock at a price per share equal to the initial public offering price upon consummation of the Issuer's initial public offering.

The shares are held by Brian G. Atwood (the "Reporting Person"). The Reporting Person is a Managing Director of Versant Ventures IV,

(7) LLC, which serves as the general partner of Versant Venture Capital IV, L.P. and Versant Side Fund IV, L.P. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

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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