

CROCKER GARY L
 Form 3
 February 01, 2012

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)

1. Name and Address of Reporting Person * Â CROCKER GARY L (Last) (First) (Middle) C/O MERRIMACK PHARMACEUTICALS, INC., Â ONE KENDALL SQUARE, SUITE B7201 (Street) CAMBRIDGE, Â MA Â 02139 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2012	3. Issuer Name and Ticker or Trading Symbol MERRIMACK PHARMACEUTICALS INC [MACK]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
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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	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	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	59,863	\$ <u>(1)</u>	D	Â
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	463,654	\$ <u>(2)</u>	D	Â
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	46,676	\$ <u>(3)</u>	D	Â
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	41,900	\$ <u>(4)</u>	D	Â
Series G Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	313,266	\$ <u>(5)</u>	D	Â
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	15,863	\$ <u>(1)</u>	I	By Crocker Enterprises, LLC
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	30,000	\$ <u>(2)</u>	I	By Crocker Enterprises, LLC
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	300,000	\$ <u>(3)</u>	I	By Crocker Ventures, LLC
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	184,975	\$ <u>(1)</u>	I	By Wife
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	35,714	\$ <u>(2)</u>	I	By Wife
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	79,000	\$ <u>(1)</u>	I	By Daughter
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	21,429	\$ <u>(2)</u>	I	By Daughter
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	28,332	\$ <u>(3)</u>	I	By Daughter
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	23,300	\$ <u>(4)</u>	I	By Daughter
Series G Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	22,000	\$ <u>(5)</u>	I	By Daughter
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	79,000	\$ <u>(1)</u>	I	By Son
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	21,429	\$ <u>(2)</u>	I	By Son
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	28,332	\$ <u>(3)</u>	I	By Son
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	23,300	\$ <u>(4)</u>	I	By Son

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Series G Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	22,000	\$ (5)	I	By Son
Series F Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	450,000	\$ (4)	I	By Trust
Stock Option (right to buy)	Â (6)	04/22/2014	Common Stock	50,000	\$ 1.25	D	Â
Stock Option (right to buy)	Â (6)	08/30/2014	Common Stock	35,000	\$ 1.25	D	Â
Stock Option (right to buy)	Â (6)	08/03/2015	Common Stock	35,000	\$ 1.71	D	Â
Stock Option (right to buy)	Â (6)	08/01/2016	Common Stock	50,000	\$ 2.47	D	Â
Stock Option (right to buy)	Â (6)	10/04/2017	Common Stock	35,000	\$ 2.59	D	Â
Stock Option (right to buy)	Â (6)	09/21/2018	Common Stock	35,000	\$ 1.81	D	Â
Stock Option (right to buy)	Â (6)	11/04/2019	Common Stock	50,000	\$ 2.12	D	Â
Stock Option (right to buy)	Â (6)	05/02/2021	Common Stock	66,250	\$ 5.54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROCKER GARY L C/O MERRIMACK PHARMACEUTICALS, INC. ONE KENDALL SQUARE, SUITE B7201 CAMBRIDGE, MA 02139	Â X	Â	Â	Â

Signatures

/s/ Jeffrey A. Munsie,
attorney-in-fact

02/01/2012

**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 Series C Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (2) Each share of Series D Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (3) Each share of Series E Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.

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- (4) Each share of Series F Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (5) Each share of Series G Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (6) This option is fully vested.

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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