

Nash Sarah E
 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 Nash Sarah E
 (Last) (First) (Middle)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O MERRIMACK
 PHARMACEUTICALS,
 INC.,Â ONE KENDALL
 SQUARE, SUITE B7201
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

CAMBRIDGE,Â MAÂ 02139
 (City) (State) (Zip)

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 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)
Common Stock	44,440	D	Â
Common Stock	22,220	I	By Husband

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)

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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	120,161	\$ <u>(1)</u>	D	Â
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	28,571	\$ <u>(2)</u>	D	Â
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	222,222	\$ <u>(3)</u>	D	Â
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	136,058	\$ <u>(4)</u>	D	Â
Series G Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	25,000	\$ <u>(5)</u>	D	Â
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	30,040	\$ <u>(1)</u>	I	By Husband
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	14,286	\$ <u>(2)</u>	I	By Husband
Series E Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	188,889	\$ <u>(3)</u>	I	By Husband
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	19,607	\$ <u>(4)</u>	I	By Husband
Series G Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	7,000	\$ <u>(5)</u>	I	By Husband
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	64,448	\$ <u>(4)</u>	I	By Trust
Series F Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	6,552	\$ <u>(4)</u>	I	By Trust
Stock Option (right to buy)	Â <u>(6)</u>	05/07/2016	Common Stock	60,000	\$ 2.47	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	08/01/2016	Common Stock	20,000	\$ 2.47	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	10/04/2017	Common Stock	20,000	\$ 2.59	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	09/21/2018	Common Stock	20,000	\$ 1.81	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	11/04/2019	Common Stock	20,000	\$ 2.12	D	Â

Stock Option (right to buy)	⑥	05/02/2021	Common Stock	53,000	\$ 5.54	D	①
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nash Sarah E C/O MERRIMACK PHARMACEUTICALS, INC. ONE KENDALL SQUARE, SUITE B7201 CAMBRIDGE, MA 02139	① X	①	①	①

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.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.