

CROCKER GARY L

Form 4

April 05, 2012

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 *
CROCKER GARY L

(Last) (First) (Middle)

C/O MERRIMACK
PHARMACEUTICALS, INC., ONE
KENDALL SQUARE, SUITE
B7201

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
MERRIMACK
PHARMACEUTICALS INC
[MACK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 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	(A) or (D)	Price
Common Stock	04/03/2012		P		64,285	A	\$ 7 64,285
Common Stock	04/03/2012		P		15,000	A	\$ 7 79,285
Common Stock	04/03/2012		P		14,285	A	\$ 7 93,570

By Crocker Enterprises, LLC

By Crocker Ventures, LLC

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Common Stock	04/03/2012	P	21,428	A	\$ 7	114,998	I	By Daughter
Common Stock	04/03/2012	P	25,000	A	\$ 7	139,998	I	By Son
Common Stock	04/03/2012	C	59,863	A	<u>(1)</u>	199,861	D	
Common Stock	04/03/2012	C	463,654	A	<u>(2)</u>	663,515	D	
Common Stock	04/03/2012	C	46,676	A	<u>(3)</u>	710,191	D	
Common Stock	04/03/2012	C	41,900	A	<u>(4)</u>	752,091	D	
Common Stock	04/03/2012	C	313,266	A	<u>(5)</u>	1,065,357	D	
Common Stock	04/03/2012	C	15,863	A	<u>(1)</u>	1,081,220	I	By Crocker Enterprises, LLC
Common Stock	04/03/2012	C	30,000	A	<u>(2)</u>	1,111,220	I	By Crocker Enterprises, LLC
Common Stock	04/03/2012	C	300,000	A	<u>(3)</u>	1,411,220	I	By Crocker Ventures, LLC
Common Stock	04/03/2012	C	184,975	A	<u>(1)</u>	1,596,195	I	By Wife
Common Stock	04/03/2012	C	35,714	A	<u>(2)</u>	1,631,909	I	By Wife
Common Stock	04/03/2012	C	79,000	A	<u>(1)</u>	1,710,909	I	By Daughter
Common Stock	04/03/2012	C	21,429	A	<u>(2)</u>	1,732,338	I	By Daughter
Common Stock	04/03/2012	C	28,332	A	<u>(3)</u>	1,760,670	I	By Daughter
Common Stock	04/03/2012	C	23,300	A	<u>(4)</u>	1,783,970	I	By Daughter
Common Stock	04/03/2012	C	22,000	A	<u>(5)</u>	1,805,970	I	By Daughter
Common Stock	04/03/2012	C	79,000	A	<u>(1)</u>	1,884,970	I	By Son
Common Stock	04/03/2012	C	21,429	A	<u>(2)</u>	1,906,399	I	By Son

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Common Stock	04/03/2012	C	28,332	A	<u>(3)</u>	1,934,731	I	By Son
Common Stock	04/03/2012	C	23,300	A	<u>(4)</u>	1,958,031	I	By Son
Common Stock	04/03/2012	C	22,000	A	<u>(5)</u>	1,980,031	I	By Son
Common Stock	04/03/2012	C	450,000	A	<u>(4)</u>	2,430,031	I	By Trust

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series C Convertible Preferred Stock	<u>(1)</u>	04/03/2012		C	59,863	<u>(1)</u> <u>(1)</u>	Common Stock 59,863
Series D Convertible Preferred Stock	<u>(2)</u>	04/03/2012		C	463,654	<u>(2)</u> <u>(2)</u>	Common Stock 463,654
Series E Convertible Preferred Stock	<u>(3)</u>	04/03/2012		C	46,676	<u>(3)</u> <u>(3)</u>	Common Stock 46,676
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012		C	41,900	<u>(4)</u> <u>(4)</u>	Common Stock 41,900
Series G Convertible Preferred	<u>(5)</u>	04/03/2012		C	313,266	<u>(5)</u> <u>(5)</u>	Common Stock 313,266

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Stock

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

15,863

(1)

(1)

Common
Stock

15,863

Series D
Convertible
Preferred
Stock

(2)

04/03/2012

C

30,000

(2)

(2)

Common
Stock

30,000

Series E
Convertible
Preferred
Stock

(3)

04/03/2012

C

300,000

(3)

(3)

Common
Stock

300,000

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

184,975

(1)

(1)

Common
Stock

184,975

Series D
Convertible
Preferred
Stock

(2)

04/03/2012

C

35,714

(2)

(2)

Common
Stock

35,714

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

79,000

(1)

(1)

Common
Stock

79,000

Series D
Convertible
Preferred
Stock

(2)

04/03/2012

C

21,429

(2)

(2)

Common
Stock

21,429

Series E
Convertible
Preferred
Stock

(3)

04/03/2012

C

28,332

(3)

(3)

Common
Stock

28,332

Series F
Convertible
Preferred
Stock

(4)

04/03/2012

C

23,300

(4)

(4)

Common
Stock

23,300

Series G
Convertible
Preferred
Stock

(5)

04/03/2012

C

22,000

(5)

(5)

Common
Stock

22,000

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

79,000

(1)

(1)

Common
Stock

79,000

Series D Convertible Preferred Stock	<u>(2)</u>	04/03/2012	C	21,429	<u>(2)</u>	<u>(2)</u>	Common Stock	21,429
Series E Convertible Preferred Stock	<u>(3)</u>	04/03/2012	C	28,332	<u>(3)</u>	<u>(3)</u>	Common Stock	28,332
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012	C	23,300	<u>(4)</u>	<u>(4)</u>	Common Stock	23,300
Series G Convertible Preferred Stock	<u>(5)</u>	04/03/2012	C	22,000	<u>(5)</u>	<u>(5)</u>	Common Stock	22,000
Series F Convertible Preferred Stock	<u>(4)</u>	04/03/2012	C	450,000	<u>(4)</u>	<u>(4)</u>	Common Stock	450,000

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	X			

Signatures

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

04/05/2012

__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) Each share of Series C Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (2) Each share of Series D Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (3) Each share of Series E Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (4) Each share of Series F Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.

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- (5) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.

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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