

Nash Sarah E  
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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nash Sarah E

(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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/03/2012		C		120,161	A	<u>(1)</u> 186,821
Common Stock	04/03/2012		C		28,571	A	<u>(2)</u> 215,392
Common Stock	04/03/2012		C		222,222	A	<u>(3)</u> 437,614
Common Stock	04/03/2012		C		136,058	A	<u>(4)</u> 573,672

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Stock

Common Stock	04/03/2012	C	25,000	A	<u>(5)</u>	598,672	D	
Common Stock	04/03/2012	C	30,040	A	<u>(1)</u>	628,712	I	By Husband
Common Stock	04/03/2012	C	14,286	A	<u>(2)</u>	642,998	I	By Husband
Common Stock	04/03/2012	C	188,889	A	<u>(3)</u>	831,887	I	By Husband
Common Stock	04/03/2012	C	19,607	A	<u>(4)</u>	851,494	I	By Husband
Common Stock	04/03/2012	C	7,000	A	<u>(5)</u>	858,494	I	By Husband
Common Stock	04/03/2012	C	64,448	A	<u>(4)</u>	922,942	I	By Trust
Common Stock	04/03/2012	C	6,552	A	<u>(4)</u>	929,494	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	120,161	<u>(1)</u> <u>(1)</u>	Common Stock 120,161
Series D Convertible Preferred Stock	<u>(2)</u>	04/03/2012		C	28,571	<u>(2)</u> <u>(2)</u>	Common Stock 28,571
	<u>(3)</u>	04/03/2012		C	222,222	<u>(3)</u> <u>(3)</u>	222,222

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Series E  
Convertible  
Preferred  
Stock

Common  
Stock

Series F  
Convertible  
Preferred  
Stock

(4)

04/03/2012

C

136,058

(4)

(4)

Common  
Stock

136,058

Series G  
Convertible  
Preferred  
Stock

(5)

04/03/2012

C

25,000

(5)

(5)

Common  
Stock

25,000

Series C  
Convertible  
Preferred  
Stock

(1)

04/03/2012

C

30,040

(1)

(1)

Common  
Stock

30,040

Series D  
Convertible  
Preferred  
Stock

(2)

04/03/2012

C

14,286

(2)

(2)

Common  
Stock

14,286

Series E  
Convertible  
Preferred  
Stock

(3)

04/03/2012

C

188,889

(3)

(3)

Common  
Stock

188,889

Series F  
Convertible  
Preferred  
Stock

(4)

04/03/2012

C

19,607

(4)

(4)

Common  
Stock

19,607

Series G  
Convertible  
Preferred  
Stock

(5)

04/03/2012

C

7,000

(5)

(5)

Common  
Stock

7,000

Series F  
Convertible  
Preferred  
Stock

(4)

04/03/2012

C

64,448

(4)

(4)

Common  
Stock

64,448

Series F  
Convertible  
Preferred  
Stock

(4)

04/03/2012

C

6,552

(4)

(4)

Common  
Stock

6,552

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nash Sarah E  
C/O MERRIMACK PHARMACEUTICALS, INC. X  
ONE KENDALL SQUARE, SUITE B7201  
CAMBRIDGE, MA 02139

## 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.
- (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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