

ACCELERON PHARMA INC  
Form 4/A  
June 03, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCGUIRE TERRANCE

2. Issuer Name and Ticker or Trading Symbol  
ACCELERON PHARMA INC  
[XLRN]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/11/2014

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

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/15/2014

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/11/2014                           |  | J <sup>(1)</sup>               |   | 407,256 <sup>(2) (3)</sup>  | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 2,214,482 <sup>(4)</sup>  | I  |                                   |

See Footnote (4)

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

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SEC 1474 (9-02)

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**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MCGUIRE TERRANCE<br>C/O POLARIS VENTURE PARTNERS<br>1000 WINTER STREET<br>WALTHAM, MA 02451 |               | X         |         |       |

## Signatures

Terrance  
McGuire 06/03/2015

\_\_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) Represents a pro rata distribution without additional consideration by Polaris Venture Partners IV, L.P. ("PVP IV") and Polaris Venture Partners Entrepreneurs Fund IV, L.P. ("PVPE IV" and, together with PVP IV, the "Funds"), to its partners.
- (2) Represents 400,000 shares and 7,256 shares that were held directly by PVP IV and PVPE IV, respectively.
- (3) The initial Form 4 filed on December 15, 2014 by the Reporting Person omitted shares distributed pro rata without additional consideration by Polaris Venture Management Co. IV, L.L.C. ("PVM IV") to its members.  
Represents 2,173,175 shares, 39,312 shares, and 1,995 shares that are held directly by PVP IV, PVPE IV and PVM IV, the general partner of each of the Funds, respectively. PVM IV disclaims beneficial ownership of the Funds' securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest, if any, therein. Each of Jonathan A. Flint and Terrance G. McGuire are the managing members of PVM IV. Each of Messrs. Flint and McGuire disclaims beneficial ownership of the Funds' and PVM IV's securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest, if any, therein.
- (5)

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Includes a pro rata distribution without additional consideration of 194,362 shares by PVP IV and 3,643 shares by PVPE IV, each on June 2, 2014, as reported on a Form 4 filed by the Funds, PVM IV and the Reporting Person on June 4, 2014.

(6) The initial Form 4 filed on December 15, 2014 by the Reporting Person overstated the number of shares held by PVM IV.

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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