

Brinza Jeffery M.
Form 4
December 11, 2018

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brinza Jeffery M.

(Last) (First) (Middle)

C/O MILLENDO THERAPEUTICS,
INC., 301 N. MAIN ST., SUITE 100

(Street)

ANN ARBOR, MI 48104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Millendo Therapeutics, Inc. [MLND]

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

12/07/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sec., CAO and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.44	12/07/2018			A		49,609		(1)	01/27/2026	Common Stock	49,609
Employee Stock Option (right to buy)	\$ 16.4	12/07/2018			A		44,639		(3)	08/23/2028	Common Stock	44,639

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brinza Jeffery M. C/O MILLENDO THERAPEUTICS, INC. 301 N. MAIN ST., SUITE 100 ANN ARBOR, MI 48104			Sec., CAO and General Counsel	

Signatures

/s/ Jeffery M.
Brinza

12/11/2018

__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).

- Twenty-five percent (25%) of the shares subject to the option vested on August 24, 2016, and one thirty-sixth (1/36th) of the remaining
- (1) shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
 - (2) Received in connection with the merger of Millendo Therapeutics, Inc. ("Millendo") into the Issuer (the "Merger") in exchange for a stock option to acquire 666,800 shares of Millendo common stock for \$0.33 per share.
 - (3) Twenty-five percent (25%) of the shares subject to the option shall vest on August 20, 2019, and one thirty-sixth (1/36th) of the remaining shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
 - (4) Received in connection with the Merger in exchange for a stock option to acquire 600,000 shares of Millendo common stock for \$1.22 per share.

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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