

WHITCOMB RANDALL W

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITCOMB RANDALL W

(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
☐ 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	12/07/2018		A		15,784	A	11 15,784

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.44	12/07/2018		A		21,438		<u>(2)</u>	01/27/2026	Common Stock	21,438
Stock Option (right to buy)	\$ 16.4	12/07/2018		A		3,720		<u>(4)</u>	08/23/2028	Common Stock	3,720

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITCOMB RANDALL W C/O MILLENDO THERAPEUTICS, INC. 301 N. MAIN ST., SUITE 100 ANN ARBOR, MI 48104	X

Signatures

/s/ Jeffery M. Brinza,
Attorney-in-Fact

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).
- (1) Received in exchange for 212,163 shares of Millendo Therapeutics, Inc. ("Millendo") common stock in connection with merger of Millendo Therapeutics, Inc. into the Issuer (the "Merger").
- Twenty-five percent (25%) of the shares subject to the option vested on January 28, 2017, and one thirty-sixth (1/36th) of the remaining
- (2) shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
- (3) Received in connection with the Merger in exchange for a stock option to acquire 288,152 shares of Millendo common stock for \$0.33 per share.
- 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
- (4) remaining shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.

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- (5) Received in connection with the Merger in exchange for a stock option to acquire 50,000 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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