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ACCELERON PHARMA INC Form 4/A December 02, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kumar Ravindra Issuer Symbol ACCELERON PHARMA INC (Check all applicable) [XLRN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) **128 SIDNEY STREET** 09/02/2014 VP & Chief Scientific Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 09/04/2014 Form filed by More than One Reporting CAMBRIDGE, MA 02139 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (T) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474

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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	omf Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Me	onth/Day/Year)	(Instr. 3	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
Option to Purchase Common Stock	\$ 5.88	09/02/2014		M <u>(1)</u>			2,000	(2)	12/17/2018 <u>(3)</u>	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Kumar Ravindra 128 SIDNEY STREET CAMBRIDGE, MA 02139			VP & Chief Scientific Officer				
Signatures							
/s/ John D. Quisel, as attorney- Kumar	in-fact for	r Ravindra	12/02/2014				
**Signature of Reporting	ng 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) The reported sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The options of registrant's common stock vested in equal quarterly installments over the first four years after the grant.
- (3) The expiration date contained in column 6 of the Form 4 filed on September 4, 2014 was incorrect and inadvertently referenced a different option to purchase common stock with the same exercise price.

The number of derivative securities beneficially owned following the reported transaction in column 9 of the Form 4 filed on September 4, 2014 incorrectly referenced an option with the same exercise price but with an expiration date of December 2, 2019 instead of the correct option expiring on December 17, 2018. As a result, the number of derivative securities beneficially owned following the reported transaction in column 9 for the option grant with an exercise price of \$5.88 per share expiring on December 17, 2018 contained in the

(4) Form 4s originally filed on October 1, 2014 and November 14, 2014 are correctly calculated as 16,500 and 12,500, respectively, and the number of derivative securities beneficially owned following the reported transaction in column 9 for the option grant at an exercise price of \$5.88 per share expiring on December 2, 2019 for the Form 4s originally filed on October 1, 2014 and November 14, 2014 are correctly calculated as 8,500 and 3,500, respectively.

Remarks:

As noted in footnote 4, this Form 4/A amends the Form 4s filed on September 4, 2014, October 1, 2014 and November 14, 20

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners