

CHIASMA, INC  
Form 4  
July 21, 2015

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
GADICKE ANSBERT

(Last) (First) (Middle)

C/O MPM CAPITAL, 450  
KENDALL STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CHIASMA, INC [CHMA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/21/2015

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	07/21/2015		C		10,426 <sup>(1)</sup>	A	<u>(2)</u> 10,426	I	See Footnote <u>(3)</u>
Common Stock	07/21/2015		C		2,488,171 <sup>(4)</sup>	A	<u>(2)</u> 2,498,597	I	See Footnote <u>(5)</u>
Common Stock	07/21/2015		C		1,759,381 <sup>(6)</sup>	A	<u>(2)</u> 4,257,978	I	See Footnote <u>(7)</u>
Common Stock	07/21/2015		C		1,423,566 <sup>(8)</sup>	A	<u>(2)</u> 5,681,544	I	See Footnote

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 number.**

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 (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 of Number of Shares
Series B-1' Preferred Stock	(2)	07/21/2015		C	95,225 (1)	(2) (2)	Common Stock 10,426
Series C' Preferred Stock	(2)	07/21/2015		C	22,721,988 (4)	(2) (2)	Common Stock 2,488,1 (4)
Series D' Preferred Stock	(2)	07/21/2015		C	16,066,669 (6)	(2) (2)	Common Stock 1,759,3 (6)
Series E Preferred Stock	(2)	07/21/2015		C	13,000,000 (8)	(2) (2)	Common Stock 1,423,5 (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GADICKE ANSBERT C/O MPM CAPITAL 450 KENDALL STREET CAMBRIDGE, MA 02142	X	X		

## Signatures

/s/ Ansbert  
Gadicke  
07/21/2015  
Date

\_\_Signature of  
Reporting Person

## 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 shares, on a common stock equivalent basis, were converted as follows: 9,773 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 376 by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV IV KG") and 277 by MPM Asset Management Investors BV4 LLC ("AM BV4"). MPM BioVentures IV GP LLC ("BV GP LLC") and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP and BV IV KG and BV LLC is the manager of AM BV4. The Reporting Person is a member of BV LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (2) The shares of Series B-1' Preferred Stock, Series C' Preferred Stock, Series D' Preferred Stock and Series E Preferred Stock converted into 0.109505 of a share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering without payment of further consideration. The shares had no expiration date.
  - (3) The shares are held as follows: 9,773 by BV IV QP, 376 by BV IV KG and 277 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (4) The shares, on a common stock equivalent basis, were converted as follows: 1,479,910 by BV IV QP, 57,016 by BV IV KG, 42,083 by AM BV4 and 909,162 by MPM Bio IV NVS Strategic Fund, L.P. ("BV IV SF"). BV GP LLC and BV LLC are the direct and indirect general partners of BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (5) The shares are held as follows: 1,489,683 by BV IV QP, 57,392 by BV IV KG, 42,360 by AM BV4 and 909,162 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (6) The shares, on a common stock equivalent basis, were converted as follows: 1,539,486 by BV IV QP, 59,313 by BV IV KG, 43,776 by AM BV4 and 116,806 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (7) The shares are held as follows: 3,029,169 by BV IV QP, 116,705 by BV IV KG, 86,136 by AM BV4 and 1,025,968 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (8) The shares, on a common stock equivalent basis, were converted as follows: 939,089 by BV IV QP, 36,179 by BV IV KG, 26,704 by AM BV4 and 421,594 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
  - (9) The shares are held as follows: 3,968,258 by BV IV QP, 152,884 by BV IV KG, 112,840 by AM BV4 and 1,447,562 by BV IV SF. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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.