

CHIASMA, INC
Form 3
July 16, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Abingworth LLP		(Month/Day/Year)	CHIASMA, INC [CHMA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
38 JERMYN STREET		07/15/2015		
(Street)			(Check all applicable)	
LONDON,Â X0Â SW1Y 6DN			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Series D' Convertible Preferred Stock	Â (1)	Â (1)	Common Stock (2)	1,642,575	\$ (1)	I (3)	See Note (3)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock (2)	438,020	\$ (4)	I (3)	See Note (3)
Warrants (Right to Purchase)	Â (5)	Â (5)	Common Stock (2)	410,642	\$ (5)	I (3)	See Note (3)
Warrants (Right to Purchase)	Â (6)	Â (6)	Common Stock (2)	109,504	\$ (6)	I (3)	See Note (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abingworth LLP 38 JERMYN STREET LONDON, X0 SW1Y 6DN	Â	Â X	Â	Â

Signatures

/s/ James Abell 07/16/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Series D' Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-9.132 (after reverse stock split) basis

(1) without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

(2) Reflects a 1-for-9.132 reverse stock split effected on June 30, 2015.

The shares are held by Abingworth Bioventures V, LP ("Abingworth"). Abingworth Bioventures V GP LP ("Abingworth GP") serves as the general partner of Abingworth. Abingworth General Partner V LLP, serves as the general partner of Abingworth GP. Abingworth (acting by its general partner Abingworth GP, acting by its general partner Abingworth General Partner V LLP) has delegated to

(3) Abingworth LLP all investment and dispositive power over the securities held by Abingworth. The reporting person holds the reported securities indirectly through Abingworth. The reporting person disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person, Abingworth or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The Series E Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-9.132 (after reverse stock split) basis

(4) without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

Abingworth has the right to purchase shares of the Issuer's Common Stock under the Series D' Convertible Preferred Stock Purchase Agreement at a price of \$0.09, which right to purchase is currently exercisable and expires with regards to half of the shares on March 28, 2022 and with regards to the other half of the shares on October 22, 2022. Each Warrant will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

(5)

Abingworth has the right to purchase shares of the Issuer's Common Stock under the Series E Convertible Preferred Stock Purchase Agreement at a price of \$9.13, which right to purchase is currently exercisable and expires on December 15, 2024. Each Warrant will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock.

(6)

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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