

FRISBIE RICHARD D
Form 4
January 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
Battery Ventures IX, L.P.

2. Issuer Name and Ticker or Trading Symbol
CHAMPIONS ONCOLOGY, INC.
[CSBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
930 WINTER STREET, SUITE
2500

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2013

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
WALTHAM, MA 02451

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	01/28/2013		P	V Amount (A) or (D) Price	\$ 15,566,667 0.5 (1)	I	By Funds (2)
Common Stock	01/28/2013		J(3)	V Amount (A) or (D) Price	\$ 0 16,031,040 (3) (1)	I	By Funds (4)

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

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(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 Number Shares
Warrant to purchase shares of Common Stock	\$ 0.66	01/28/2013		A	700,000	01/28/2013	01/28/2018	Common Stock	700,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures IX, L.P. 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
Battery Investment Partners IX, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
Battery Partners IX, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
CROTTY THOMAS J 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
FRISBIE RICHARD D 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
LAWLER KENNETH P 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
TABORS R DAVID 930 WINTER STREET, SUITE 2500		X		

WALTHAM, MA 02451

TOBIN SCOTT R
 C/O BATTERY VENTURES X X
 930 WINTER STREET, SUITE 2500
 WALTHAM, MA 02451

Lee Roger H
 930 WINTER STREET, SUITE 2500 X
 WALTHAM, MA 02451

Agrawal Neeraj
 930 WINTER STREET, SUITE 2500 X
 WALTHAM, MA 02451

Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures IX, L.P.	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Investment Partners IX, LLC	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Partners IX, LLC	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Thomas J. Crotty	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Richard D. Frisbie	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Kenneth P. Lawler	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for R. David Tabors	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Scott R. Tobin	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Roger H. Lee	01/30/2013
__Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Neeraj Agrawal	01/30/2013
__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) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (2) Consists of 15,412,557 shares of the Issuer's Common Stock held by Battery Ventures IX, L.P. ("BVIX") and 154,110 shares of the Issuer's Common Stock held by Battery Investment Partners IX, LLC ("BIPIX"). Battery Partners IX, LLC ("BPIX") is the sole general

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partner of BVIX and the sole manager of BIPIX. Battery Management Corp. ("BMC") is the investment advisor of BPIX. Thomas J. Crotty, Richard D. Frisbie, Kenneth P. Lawler, R. David Tabors, Scott R. Tobin, Roger H. Lee, Neeraj Agrawal, Michael M. Brown, Jesse Feldman and Brian O'Malley (collectively, the "Managing Members") are the managing members of BPIX and BMC and may be deemed to have shared voting and dispositive power over the shares held by BVIX and BIPIX.

- (3) As more particularly described in the Schedule 13D/A, as a result of the transaction (see footnote 1 above), the 464,373 shares of Common Stock were issued for no consideration pursuant to contractual anti-dilution undertakings of the Issuer in its Securities Purchase Agreement dated March 24, 2011 between the Issuer, BVIX, BIPIX and certain other investors.
- (4) Consists of 15,872,333 shares of the Issuer's Common Stock held BVIX and 158,707 shares of the Issuer's Common Stock held by BIPIX. BPIX is the sole general partner of BVIX and the sole manager of BIPIX. BMC is the investment advisor of BPIX. The Managing Members are the managing members of BPIX and BMC and may be deemed to have shared voting and dispositive power over the shares held by BVIX and BIPIX.
- (5) The warrant was acquired in connection with the purchase of shares of Common Stock pursuant to the Securities Purchase Agreement dated January 28, 2013 between the Issuer, BVIX, BIPIX and certain other investors for no additional consideration.
- (6) Consists of a warrant to purchase 693,070 shares of the Issuer's Common Stock held by BVIX and a warrant to purchase 6,930 shares of the Issuer's Common Stock held by BIPIX. BPIX is the sole general partner of BVIX and the sole manager of BIPIX. BMC is the investment advisor of BPIX. The Managing Members are the managing members of BPIX and BMC and may be deemed to have shared voting and dispositive power over the shares held by BVIX and BIPIX.

Remarks:

The Reporting Persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to th

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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