

MIRAGEN THERAPEUTICS, INC.
Form SC 13G
February 17, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**Information to be Included in Statements filed Pursuant to
Rule 13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2**

(Amendment No.)*

Miragen Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

60463E103

(CUSIP NUMBER)

February 13, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

SCHEDULE 13G

1. Name of Reporting Persons:

Remeditex Ventures LLC

2. Check the appropriate box if a member of a group

(a) (b) **(joint filers)**

3. SEC Use Only.

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

Owned by **2,706,563**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With

2,706,563

9. Aggregate amount beneficially owned by each reporting person

2,706,563

10. Check box if the aggregate amount in row 9 excludes certain shares

11. Percent of class represented by amount in row 9

12.7%

12. Type of Reporting Person

OO

SCHEDULE 13G

1. Name of Reporting Persons:

Malachite Trust

2. Check the appropriate box if a member of a group

(a) (b) **(joint filers)**

3. SEC Use Only.

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power

Number of

Shares **0**
6. Shared Voting Power

Beneficially

Owned by **2,706,563**
Each 7. Sole Dispositive Power

Reporting

Person **0**
8. Shared Dispositive Power

With

2,706,563

9. Aggregate amount beneficially owned by each reporting person

2,706,563

10. Check box if the aggregate amount in row 9 excludes certain shares

11. Percent of class represented by amount in row 9

12.7%

12. Type of Reporting Person

OO

SCHEDULE 13G

1. Name of Reporting Persons:

Lyda Hill

2. Check the appropriate box if a member of a group

(a) (b) **(joint filers)**

3. SEC Use Only.

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares **0**

6. Shared Voting Power

Beneficially

Owned by **2,706,563**

Each 7. Sole Dispositive Power

Reporting

Person **0**

8. Shared Dispositive Power

With

2,706,563

9. Aggregate amount beneficially owned by each reporting person

2,706,563

10. Check box if the aggregate amount in row 9 excludes certain shares

11. Percent of class represented by amount in row 9

12.7%

12. Type of Reporting Person

IN

SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 13G

Item 1(a). Name of Issuer:

Miragen Therapeutics, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

6200 Lookout Road, Boulder, CO 80301

Item 2(a). Name of Person Filing:

This statement is filed on behalf of (1) Remeditex Ventures LLC, (2) Malachite Trust and (3) Lyda Hill.

Item 2(b). Address of Principal Business Office or, if none, Residence:

**2727 N. Harwood St.
Suite 200
Dallas, Texas 75201**

Item 2(c). Citizenship:

**Remeditex Ventures LLC and Malachite Trust Texas
Lyda Hill - United States of America.**

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the Common Stock)

Item 2(e). CUSIP Number.

The Issuer's CUSIP Number is 60463E103

Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership.

(a) **Amount beneficially owned:**

| | |
|-------------------------------|------------------|
| Remeditex Ventures LLC | 2,706,563 |
| Malachite Trust | 2,706,563 |
| Lyda Hill | 2,706,563 |

Remeditex Ventures LLC is the record and beneficial owner of 2,706,563 shares of Common Stock and shares voting and dispositive power over such securities with Malachite Trust, the majority owner of Remeditex Ventures LLC and Lyda Hill. Ms. Hill is the Trustee of the Malachite Trust. By reason of such relationships, Ms. Hill, the Malachite Trust and Remeditex Ventures LLC may be deemed to share voting and dispositive power over 2,706,563 shares of Common Stock owned directly by Remeditex Ventures LLC. Remeditex Ventures LLC, the Malachite Trust and Lyda Hill each disclaims beneficial ownership of the reported securities except to the extent of its or her pecuniary interest therein.

(b) Percent of Class:

| | |
|------------------------|-------|
| Remeditex Ventures LLC | 12.7% |
| Malachite Trust | 12.7% |
| Lyda Hill | 12.7% |

The percentages used herein are calculated based on the approximately 21.3 million shares of Common Stock reported by Miragen Therapeutics, Inc. to be issued and outstanding as of February 13, 2017, in its Current Report on Form 8-K, as filed with the Securities and Exchange Commission on or about February 13, 2017.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

| | |
|------------------------|---|
| Remeditex Ventures LLC | 0 |
| Malachite Trust | 0 |
| Lyda Hill | 0 |

(ii) Shared power to vote or to direct the vote:

| | |
|------------------------|-----------|
| Remeditex Ventures LLC | 2,706,563 |
| Malachite Trust | 2,706,563 |
| Lyda Hill | 2,706,563 |

(iii) Sole power to dispose or to direct the disposition of:

| | |
|------------------------|---|
| Remeditex Ventures LLC | 0 |
| Malachite Trust | 0 |
| Lyda Hill | 0 |

(iv) Shared power to dispose or to direct the disposition of:

| | |
|------------------------|-----------|
| Remeditex Ventures LLC | 2,706,563 |
| Malachite Trust | 2,706,563 |
| Lyda Hill | 2,706,563 |

Cusip No. 60463E103

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Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2(c), Item 4 and Exhibit 1.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit 1: Joint Filing Agreement, dated February 17, 2017, by and among Reditex Ventures LLC, Malachite Trust and Lyda Hill.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2017

Remeditex Ventures LLC

By: /s/ Brett Ringle
Brett Ringle, President

Malachite Trust

By: /s/ Lyda Hill
Lyda Hill, Trustee

/s/ Lyda Hill
Lyda Hill