

MIRAGEN THERAPEUTICS, INC.
 Form 4
 March 28, 2017

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 *
 Booth Bruce

2. Issuer Name and Ticker or Trading Symbol
 MIRAGEN THERAPEUTICS, INC.
 [MGEN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O MIRAGEN THERAPEUTICS, INC., 6200 LOOKOUT ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/24/2017

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

BOULDER, CO 80301

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 11.8	03/24/2017	03/24/2017	A	6,844		(1)	03/23/2027	Common Stock	6,844

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Booth Bruce C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER, CO 80301	X			

Signatures

/s/ Bruce L. Booth
Date: 03/28/2017

**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) Grant to the Reporting Person of a stock option under the Issuer's 2016 Equity Incentive Plan (the "Plan"). The shares vest in three equal quarterly installments beginning on April 1, 2017 through December 31, 2017, provided that at the relevant vesting dates the Reporting Person's continuous service to the Issuer has not been terminated as defined in and as determined under the Plan. The option expires 10 years after the date of grant.
- (2) This option was granted to Bruce Booth, a director of the Issuer. The proceeds of any sale of shares of common stock issued to Mr. Booth upon exercise of this option will be transferred to Atlas Venture Advisors, Inc. and therefore Mr. Booth disclaims beneficial ownership of such shares, which belongs to Atlas Venture Advisors, Inc.

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.