

CHIMERIX INC
Form 5
April 07, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MOCH KENNETH I

(Last) (First) (Middle)

C/O CHIMERIX, INC., 2505
MERIDIAN PARKWAY, SUITE
340

(Street)

DURHAM, NC 27713

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHIMERIX INC [CRMX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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)
President and CEO

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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

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SEC 2270 (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 | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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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) | | |
|-----------------------------|--|---------------------------|-----------------|---|--------|------------------|------------------|------------------|----------------|----|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Num of S | |
| Stock Option (Right to Buy) | \$ 3.16 | 12/31/2013 ⁽¹⁾ | Â | G | Â | 22,009 | Â ⁽¹⁾ | 04/13/2020 | Common Stock | 22 |
| Stock Option (Right to Buy) | \$ 3.16 | 12/31/2013 ⁽¹⁾ | Â | G | 22,009 | Â | Â ⁽¹⁾ | 04/13/2020 | Common Stock | 22 |
| Stock Option (Right to Buy) | \$ 2.35 | 12/31/2013 ⁽²⁾ | Â | G | Â | 39,612 | Â ⁽²⁾ | 04/06/2021 | Common Stock | 39 |
| Stock Option (Right to Buy) | \$ 2.35 | 12/31/2013 ⁽²⁾ | Â | G | 39,612 | Â | Â ⁽²⁾ | 04/06/2021 | Common Stock | 39 |
| Stock Option (Right to Buy) | \$ 2.38 | 12/31/2013 ⁽³⁾ | Â | G | Â | 22,010 | Â ⁽³⁾ | 06/12/2022 | Common Stock | 22 |
| Stock Option (Right to Buy) | \$ 2.38 | 12/31/2013 ⁽³⁾ | Â | G | 22,010 | Â | Â ⁽³⁾ | 06/12/2022 | Common Stock | 22 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOCH KENNETH I C/O CHIMERIX, INC. 2505 MERIDIAN PARKWAY, SUITE 340 DURHAM, NC 27713 | Â X | Â | Â President and CEO | Â |

Signatures

/s/ Michael Alrutz,
Attorney-in-Fact

04/07/2014

__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) In accordance with its terms, the option is immediately exercisable in full; however, the shares underlying the option are subject to vesting as follows: the shares shall vest in equal monthly installments commencing on the 1st of the month following April 14, 2010 and continuing thereafter for 47 months until the option is fully vested. Any shares issued upon exercise of unvested options are subject to a repurchase right in favor of the Issuer if Mr. Moch does not satisfy the option's vesting requirements. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis. The shares reported herein reflect shares transferred on June 30, 2013, September 30, 2013 and December 31, 2013.

(2) In accordance with its terms, the option is immediately exercisable in full; however, the shares underlying the option are subject to vesting as follows: 1/4th of the shares vest one year after April 7, 2011; the remainder of the shares vest in equal monthly installments thereafter over the next three years. Any shares issued upon exercise of unvested options are subject to a repurchase right in favor of the Issuer if Mr. Moch does not satisfy the option's vesting requirements. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis. The shares reported herein reflect shares transferred on June 30, 2013, September 30, 2013 and December 31, 2013.

(3) In accordance with its terms, the option is immediately exercisable in full; however, the shares underlying the option are subject to vesting as follows: the shares vest in 48 equal monthly installments commencing one month after June 13, 2012. Any shares issued upon exercise of unvested options are subject to a repurchase right in favor of the Issuer if Mr. Moch does not satisfy the option's vesting requirements. Vested shares are transferred to The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012 on a quarterly basis. The shares reported herein reflect shares transferred on June 30, 2013, September 30, 2013 and December 31, 2013.

(4) Held by The 2012 Kenneth Ian Moch Irrevocable GST Trust F/B/O Ellen Gray Stolzman and Descendants dated May 25, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.