

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 01, 2014

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 *
 Rosen James

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

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

C/O APPLIED GENETIC TECHNOLOGIES CORP, 11801 RESEARCH DRIVE, SUITE D

(Street)

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

ALACHUA, FL 32615

(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	04/01/2014		C	1,142,666	A <u>(1)</u> 1,142,666	I	See footnotes <u>(2)</u>
Common Stock	04/01/2014		<u>P</u> ⁽³⁾	62,871	A <u>\$ 12</u> ⁽³⁾ 1,205,537	I	See footnotes <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A-1 Convertible Preferred Stock	(1)	04/01/2014		C		10,443,612	(1)	(4)	Common Stock
Series B-1 Convertible Preferred Stock	(1)	04/01/2014		C		4,806,416	(1)	(4)	Common Stock
Series B-2 Convertible Preferred Stock	(1)	04/01/2014		C		8,919,218	(1)	(4)	Common Stock
Series B-3 Convertible Preferred Stock	(1)	04/01/2014		C		4,273,746	(1)	(4)	Common Stock
Series B-1 Warrant (Right to Buy)	\$ 0.1297 (5)	04/01/2014		C		312,228 (5)	(6)	05/02/2017	Series B-1 Convertible Preferred Stock
Common Stock Warrant (Right to Buy)	\$ 4.54 (5)	04/01/2014		C		8,920 (5)	(6)	05/02/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosen James C/O APPLIED GENETIC TECHNOLOGIES CORP 11801 RESEARCH DRIVE, SUITE D	X	X		

ALACHUA, FL 32615

Signatures

/s/ Hemmie Chang, attorney-in-fact for James
Rosen

04/01/2014

__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) Each share of convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.

Shares are held of record by Intersouth Partners VI, L.P. Intersouth Associates VI, LLC is the general partner of Intersouth Partners VI, L.P. The reporting person is a partner at Intersouth Associates VI, LLC. The reporting person disclaims beneficial ownership of all the shares held by Intersouth Partners VI, L.P. and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his proportionate pecuniary interest therein.
- (2) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.
- (3) Not applicable.
- (4) Each share of Series B-1 convertible preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering on a 1-for-35 basis.
- (5) Warrant was fully exercisable upon original issue.
- (6)

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.