

ConforMIS Inc
Form 3
June 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â aeris CAPITAL Archer L.P.</p> <p>(Last) (First) (Middle)</p> <p>C/O AVALON MANAGEMENT LIMITED LANDMARK,Â 64 EARTH CLOSE, 1ST FLOOR</p> <p>(Street)</p> <p>GRAND CAYMAN, CAYMAN ISLANDSÂ KYI-1107</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/30/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ConforMIS Inc [CFMS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person</p> <p>___ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	261,765	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	676,899	\$ (1)	D	Â
Series E-1 Preferred Stock	Â (2)	Â (2)	Common Stock	187,500	\$ (2)	D	Â
Series E-2 Preferred Stock	Â (3)	Â (3)	Common Stock	336,476	\$ (3)	D	Â
Common Stock Warrant (right to buy)	Â (4)	Â (4)	Common Stock	66,666	\$ 9	D	Â
Common Stock Warrant (right to buy)	Â (5)	Â (5)	Common Stock	33,333	\$ 9	D	Â
Common Stock Warrant (right to buy)	Â (6)	Â (6)	Common Stock	33,333	\$ 9	D	Â
Common Stock Warrant (right to buy)	Â (7)	Â (7)	Common Stock	33,333	\$ 9	D	Â
Series D Preferred Stock Warrant (right to buy)	Â (8)	Â (8)	Series D Preferred Stock	83,333 (8)	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
aeris CAPITAL Archer L.P. C/O AVALON MANAGEMENT LIMITED LANDMARK 64 EARTH CLOSE, 1ST FLOOR GRAND CAYMAN, CAYMAN ISLANDSÂ KYI-1107	Â	Â X	Â	Â

Signatures

/s/ Gregory Link,
Director

06/30/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The Series D Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

(2)

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The Series E-1 Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

- (3) The Series E-2 Preferred Stock is convertible into Common Stock on a two for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
- (4) The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.
- (5) The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.
- (6) The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.
- (7) The Warrant to purchase Common Stock as shown in column 3 is exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share.

- (8) Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 41,666 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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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