

GLOBEIMMUNE INC
Form 3
July 01, 2014

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)

| | | | | |
|---|---------|---|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Celgene International Inc | | (Month/Day/Year) | GLOBEIMMUNE INC [GBIM] | |
| (Last) | (First) | (Middle) | 07/01/2014 | |
| 86 MORRIS AVENUE,Â C/O | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| CELGENE CORP | | | | |
| (Street) | | (Check all applicable) | | |
| SUMMIT,Â NJÂ 07901 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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) |
|------------------------------------|--|---|--|

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--|--------------|--------------|--------------|----------------------|---------------------|--------------|---|
| Series C Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 2,160,682 <u>(1)</u> | \$ <u>(1)</u> | D <u>(2)</u> | Â |
| Series D Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 8,650,519 <u>(1)</u> | \$ <u>(1)</u> | D <u>(2)</u> | Â |
| Series E Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 1,765,888 <u>(1)</u> | \$ <u>(1)</u> | D <u>(2)</u> | Â |
| Warrants to Purchase Series C Preferred Stock (right to buy) | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 2,096,328 <u>(1)</u> | \$ 1.445 <u>(1)</u> | D <u>(2)</u> | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Celgene International Inc 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901 | Â | Â X | Â | Â |
| CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901 | Â | Â X | Â | Â |

Signatures

/s/ Jonathan Biller, Treasurer of Celgene International Inc. /s/ Perry Karsen, Executive Vice President and Chief Operations Officer of Celgene Corporation

07/01/2014

**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).

(1) Each share of Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred Stock (collectively, "Preferred Stock") will automatically convert on a 1-for-31.39 basis into shares of common stock of the Issuer (i.e., 1 share of common stock for every 31.39 shares of any series of Preferred Stock) upon the closing of the Issuer's initial public offering. The number of underlying shares of common stock reported in column 3 and the warrant exercise price reported in column 4 do not reflect such conversion. Each share of Preferred Stock is convertible into shares of common stock at any time at the holder's election and there is no expiration date for any series of Preferred Stock.

(2) These shares and warrants are owned directly by Celgene International Inc., a wholly owned subsidiary of Celgene Corporation ("Celgene"), and Celgene has the power to vote, acquire, hold, convert, exercise and dispose of all shares and warrants. Celgene disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

(3) The warrants to purchase the number of shares of common stock reported in column 3 are exercisable at any time at the holder's election. The warrants are exercisable until their expiration on the later of May 14, 2019 or five years after the closing of the Issuer's initial public offering.

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.