

ACCELERON PHARMA INC  
Form SC 13G/A  
February 16, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

ACCELERON PHARMA INC.  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

00434H108  
(CUSIP Number)

December 31, 2015  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 00434H108

Page 2 of 17 Pages

1. Name of Reporting Persons

Advanced Technology Ventures VI, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each

7. Sole Dispositive Power

Reporting Person 0

With: 8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.5%3

12. Type of Reporting Person (See Instructions)

PN

1 This Schedule 13G/A is filed by Advanced Technology Ventures VI, L.P. (“ATV VI”), Advanced Technology Ventures VII, L.P. (“ATV VII”), Advanced Technology Ventures VII (B), L.P. (“ATV VII-B”), Advanced Technology Ventures VII(C), L.P. (“ATV VII-C”), ATV Entrepreneurs VI, L.P. (“ATVE VI”), ATV Entrepreneurs VII, L.P. (“ATVE VII”), ATV Alliance 2003, L.P. (“ATV Alliance”), ATV Associates VI, L.L.C. (the general partner of ATV VI and ATVE VI) (“ATVA VI”), ATV Associates VII, L.L.C. (the general partner of ATV VII, ATV VII-B, ATV VII-C and ATVE VII) (“ATVA VII”), and ATV Alliance Associates, L.L.C. (the general partner of ATV Alliance) (“ATVAA” and, together with ATV VI, ATV VII, ATV VII-B, ATV VII-C, ATVE VI, ATVE VII, ATV Alliance, ATVA VI and ATVA VII, the “ATV Entities”). The ATV Entities expressly disclaim status as a “group” for purposes of this Schedule 13G/A.

- 2 Consists of (i) 205,334 shares of common stock and warrants to purchase 19,916 shares of common stock owned by ATV VI, (ii) 1,227,853 shares of common stock and warrants to purchase 119,323 shares of common stock owned by ATV VII, (iii) 49,271 shares of common stock and warrants to purchase 4,788 shares of common stock owned by ATV VII-B, (iv) 23,684 shares of common stock and warrants to purchase 2,302 shares of common stock owned by ATV VII-C, (v) 7,314 shares of common stock and warrants to purchase 711 shares of common stock owned by AVTE VII, (vi) 13,104 shares of common stock and warrants to purchase 1,271 shares of common stock owned by AVTE VI and (vii) 2,528 shares of common stock owned by ATV Alliance.
- 3 This percentage is calculated based the number of the Issuer's outstanding shares equal to the sum of (i) 33,253,235 shares of the Issuer's common stock outstanding as of October 31, 2015, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015, (ii) 3,750,000 shares issued in connection with a public offering in January 2016 and (iii) 148,311 shares of common stock underlying warrants owned by the Reporting Persons.

CUSIP No. 00434H108

Page 3 of 17 Pages

1. Name of Reporting Persons

Advanced Technology Ventures VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each Reporting Person 1,677,3992

7. Sole Dispositive Power

Reporting Person With: 0

8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.5%3

12. Type of Reporting Person (See Instructions)

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stock and warrants to purchase 711 shares of common stock owned by AVTE VII, (vi) 13,104 shares of common stock and warrants to purchase 1,271 shares of common stock owned by AVTE VI and (vii) 2,528 shares of common stock owned by ATV Alliance.

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CUSIP No. 00434H108

Page 4 of 17  
Pages

1. Name of Reporting Persons

Advanced Technology Ventures VII (B), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each Reporting Person 1,677,3992

7. Sole Dispositive Power

With: 0

8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.5%3

12. Type of Reporting Person (See Instructions)

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CUSIP No. 00434H108

Page 5 of 17  
Pages

1. Name of Reporting Persons

Advanced Technology Ventures VII(C), L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each Reporting Person 1,677,3992

7. Sole Dispositive Power

With: 0

8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.5%3

12. Type of Reporting Person (See Instructions)

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CUSIP No. 00434H108

Page 6 of 17  
Pages

## 1. Name of Reporting Persons

ATV Entrepreneurs VI, L.P.

## 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

## 3. SEC USE ONLY

## 4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of  
Shares 0

6. Shared Voting Power

Beneficially  
Owned by 1,677,3992

7. Sole Dispositive Power

Each  
Reporting  
Person 0

8. Shared Dispositive Power

With:  
1,677,3992

## 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

## 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

## 11. Percent of Class Represented by Amount in Row (9)

4.5%3

## 12. Type of Reporting Person (See Instructions)

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CUSIP No. 00434H108

Page 7 of 17  
Pages

## 1. Name of Reporting Persons

ATV Entrepreneurs VII, L.P.

## 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

## 3. SEC USE ONLY

## 4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of  
Shares

0

6. Shared Voting Power

Beneficially

Owned by

1,677,3992

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

1,677,3992

## 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

## 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

## 11. Percent of Class Represented by Amount in Row (9)

4.5%3

## 12. Type of Reporting Person (See Instructions)

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CUSIP No. 00434H108

Page 8 of 17  
Pages

1. Name of Reporting Persons

ATV Alliance 2003, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each 1,677,3992

7. Sole Dispositive Power

Reporting Person 0

With: 8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

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12. Type of Reporting Person (See Instructions)

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CUSIP No. 00434H108

Page 9 of 17  
Pages

1. Name of Reporting Persons

ATV Associates VI, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each Reporting Person 1,677,3992

7. Sole Dispositive Power

With: 0

8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,677,3992

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.5%3

12. Type of Reporting Person (See Instructions)

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Page 10 of 17  
Pages

1. Name of Reporting Persons

ATV Associates VII, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b) 1

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by Each 1,677,3992

7. Sole Dispositive Power

Reporting Person 0

With: 8. Shared Dispositive Power

1,677,3992

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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Page 11 of 17  
Pages

1. Name of Reporting Persons

ATV Alliance Associates, L.L.C.