APPLIED GENETIC TECHNOLOGIES CORP
Form 4
April 26, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORONSKY ARNOLD L

(Last) (First) (Middle)

C/O INTERWEST PARTNERS, 2710 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)			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)
			Code	V	Amount	(A) or (D)	Price			
Common	04/24/2017		X		3,559	A	(1)	1,404,515	I	By Partnership (4)
Common	04/24/2017		X		101	A	(2)	40,181	I	By Partnership (5)
Common	04/24/2017		X		28	A	(3)	11,208	I	By Partnership (6)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to buy Common	$ 4.5395	04/24/2017		X			11,476	05/02/2012	05/02/2017	Common	11,476
Warrant to buy Common	$ 4.5395	04/24/2017		X			328	05/02/2012	05/02/2017	Common	328
Warrant to buy Common	$ 4.5395	04/24/2017		X			91	05/02/2012	05/02/2017	Common	91

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORONSKY ARNOLD L C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X			

Signatures

/s/Arnold L. Oronsky	04/26/2017
**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) Represents cashless exercise of a warrant by InterWest Partners VIII, LP ("IW8"). 7,917 shares of common stock were withheld by the issuer at the market price of $6.58 per share to fund the cashless exercise of 11,476 warrants.

(2) Represents cashless exercise of a warrant by InterWest Investors Q VIII, LP ("IIQ8"). 227 shares of common stock were withheld by the issuer at the market price of $6.58 per share to fund the cashless exercise of 328 warrants.

(3) Represents cashless exercise of a warrant by InterWest Investors VIII, LP ("II8"). 63 shares of common stock were withheld by the issuer at the market price of $6.58 per share to fund the cashless exercise of 91 warrants.

(4) Shares are owned by IW8. The General Partner of IW8 is InterWest Management Partners VIII, LLC ("IMP8"). The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(5) Shares are owned by IIQ8. The General Partner of IW8 is IMP8. The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(6) Shares are owned by II8. The General Partner of IW8 is IMP8. The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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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