

Aravive, Inc.
Form SC 13D
October 22, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

Aravive, Inc. (formerly known as Versartis, Inc.)

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

03890D108

(CUSIP Number)

Qianye (Karen) Liu

c/o BC Axis Limited, Suite 701,

Tower C; Tsinghua Science Park;

No 1. Zhongguancun East Road; Hainan District,

Beijing, China

With a copy to:

Leslie Marlow

Gracin & Marlow, LLP

The Chrysler Building

405 Lexington Avenue, 26th Floor

New York, New York 10174

(Name, address and telephone number of person authorized to receive notices and communications)

October 12, 2018

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box

NOTE: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* 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 on the remainder of this cover page shall not be deemed to be filed for 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).

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1 NAME OF REPORTING PERSONS

Qianye (Karen) Liu

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY 0

8 SHARED VOTING POWER

OWNED BY

EACH

859,766*

REPORTING **9** SOLE DISPOSITIVE POWER

PERSON

WITH 0

10 SHARED DISPOSITIVE POWER

859,766*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

859,766

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.7%**

14 TYPE OF REPORTING PERSON

IN

* Share numbers reflect a 1-for-6 reverse stock split that was effected on October 16, 2018. Consists of 859,766 shares of common stock.

** Based on 11,182,045 outstanding shares of common stock of the Issuer after the merger and reverse stock split.

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1 BC Axis Limited, as controlled by 3E Biosciences Capital LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)
or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands
NUMBER OF **7** SOLE VOTING POWER

SHARES

BENEFICIALLY **0**
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING **859,766***
9 SOLE DISPOSITIVE POWER

PERSON

WITH

0
10 SHARED DISPOSITIVE POWER

859,766*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

859,766*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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7.7%**

14 TYPE OF REPORTING PERSON

CO

* Share numbers reflect a 1-for-6 reverse stock split that was effected on October 16, 2018. Consists of 859,766 shares of common stock.

** Based on 11,182,045 outstanding shares of common stock of the Issuer after the merger and reverse stock split.

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Item 1. Security and Issuer

This Schedule 13D relates to the common stock, par value \$0.0001 per share, of Aravive, Inc. (formerly known as Versartis, Inc.), a Delaware corporation (the Issuer). The Issuer's principal executive office is located at 1020 Marsh Road, Menlo Park, California 94025.

Item 2. Identity and Background

(a) This statement is being filed jointly on behalf of the following persons (the Reporting Persons): Qianye (Karen) Liu and BC Axis Limited. Ms. Liu is the director of BC Axis Limited and has the power to vote and direct the vote and to dispose and direct the disposition of the shares of the Issuer held by BC Axis Limited.

(b) The business address of the Reporting Persons is c/o BC Axis Limited, Suite 701, Tower C; Tsinghua Science Park; No 1. Zhongguancun East Road; Hainan District, Beijing.

(c) The principal occupation of each of the Reporting Persons is to invest in securities. Ms. Liu serves as the director of BC Axis Limited and until the Merger served as a Board member of Aravive Biologics, Inc. (Private Aravive).

(d) During the last five years, none the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result was not or is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Qianye (Karen) Liu is a citizen of United States and BC Axis Limited is a corporation formed under the laws of British Virgin Islands.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons acquired beneficial ownership of 5,158,596 shares of common stock on October 12, 2018 in connection with the business combination of the Issuer, formerly known as Versartis, Inc., with what was then known as Private Aravive. On October 12, 2018, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of July 3, 2018, by and among Private Aravive, Issuer and Velo Merger Sub. (Merger Sub) (the Merger Agreement), Merger Sub merged with and into Private Aravive, with Private Aravive surviving as a wholly owned subsidiary of the Issuer (the Merger). Also, on October 16, 2018, in connection with, and prior to the completion of, the Merger, the Issuer effected a 1-for-6 reverse stock split of its then outstanding common stock and, immediately following the Merger, the Issuer changed its name from Versartis, Inc. to Aravive, Inc.

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Under the terms of the Merger Agreement, the Issuer issued shares of its common stock to Private Aravive's stockholders, at an exchange ratio of 2.2801 shares of common stock in exchange for each share of common stock of Private Aravive outstanding immediately prior to the Merger. The Reporting Person held 2,262,444 shares of Private Aravive's common stock prior to the Merger, which resulted in the Reporting Person receiving 5,158,596 shares of common stock at the effective time of the Merger which was reduced to 859,766 shares of common stock after the reverse stock split of the Issuer's common stock.

The working capital of BC Axis Limited was the source of the funds for the purchase of the securities of Private Aravive described above. No part of the purchase price of the securities described above was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the securities described above.

Item 4. Purpose of Transaction

The disclosure provided in Item 3 above is incorporated herein by reference.

The Reporting Persons acquired the securities described above for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer, the term of the investment vehicles holding the securities and other factors, the Reporting Persons may dispose of such shares of the Issuer. The Reporting Persons expect to consider and evaluate on an ongoing basis all their options with respect to dispositions of their investment in the Issuer.

At the effective time of the Merger, each of the directors of the Issuer prior to the Merger resigned and Eric Zhang, Amato Giacca, Ray Tabibiazar, , Srin Akkaraju, Jay Shepard and Shahzad Malik were appointed as directors of the Issuer whose terms expire as follows: Amato Giaccia and Jay Shepard, 2019; Eric Zhang and Shahzad Malik, 2020; and Raymond Tabibiazar, Robert Hoffman and Srin Akkaraju, 2021.

Item 5. Interest in Securities of the Issuer

(a) The percentage of beneficial ownership reported in this Item 5, and on the Reporting Person's cover page to this Schedule 13D, is based on a total of 11,182,045 shares of the common stock issued and outstanding as of October 16, 2018, and reflects the 1-for-6 reverse stock split, all according to information provided by the Issuer to the Reporting Person. All of the share numbers reported herein, and on the Reporting Person's cover page to this Schedule 13D, are as of October 16, 2018, unless otherwise indicated. The cover page to this Schedule 13D for the Reporting Person is incorporated by reference in its entirety into this Item 5(a).

The Reporting Person beneficially owns 859,766 shares of common stock, or approximately 7.7% of the outstanding shares of common stock.

(b) The Reporting Person share authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, all of the shares of common stock beneficially owned by the Reporting Persons as described in Item 5(a) above.

(c) As of October 12, 2018, the Reporting Person acquired beneficial ownership of 5,158,596 shares, consisting of 5,158,596 shares of common stock as a result of the effectiveness of the Merger which was reduced to 859,766 shares of common stock after the reverse stock split of the Issuer's common stock. Except as set forth in the preceding

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sentence, the Reporting Person has not effected any transaction in shares of the common stock from August 12, 2018 (the date 60 days prior to the filing of this Schedule 13D) to October 12, 2018.

(d) No person other than the Reporting Person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of the common stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable.

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Item 7. Material to be Filed as Exhibits

Exhibit 1

Agreement and Plan of Merger and Reorganization, dated as of dated July 3, 2018 by and among Aravive Biologics, Inc., Versartis, Inc. and Velo Merger Sub (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 4, 2018)

Exhibit 2

Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended

Exhibit 3

Form of Lock-up Agreement

Exhibit 4

Form of Support Agreement (incorporated by reference to Exhibit 2.2 to the Issuer's Current Report on Form 8-K filed with the SEC on June 4, 2018)

[signature page follows]

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 22, 2018

/s/ Qianye (Karen) Liu
Qianye (Karen) Liu

Dated: October 22, 2018

BC AXIS LIMITED, as controlled by
3E Bioventures Capital LP

By: /s/ Qianye (Karen) Liu
Qianye (Karen) Liu