

MIRAGEN THERAPEUTICS, INC.
 Form 3
 February 13, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Marshall William Stuart</p> <p>(Last) (First) (Middle)</p> <p>C/O MIRAGEN THERAPEUTICS, INC.,Â 6200 LOOKOUT ROAD</p> <p>(Street)</p> <p>BOULDER,Â COÂ 80301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/13/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MIRAGEN THERAPEUTICS, INC. [MGEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	148,578 ⁽¹⁾ ⁽²⁾	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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy) ⁽¹⁾	Â ⁽³⁾	07/30/2018	Common Stock	115,818	\$ 0.57	D	Â
Stock Option (right to buy) ⁽¹⁾	Â ⁽⁴⁾	06/14/2022	Common Stock	230,968	\$ 1.22	D	Â
Stock Option (right to buy) ⁽¹⁾	Â ⁽⁵⁾	02/21/2026	Common Stock	156,791	\$ 1.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall William Stuart C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER, CO 80301	Â X	Â	Â President & CEO	Â

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for William Stuart
Marshall

02/13/2017

**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) Shares of common stock of the corporation then known as Miragen Therapeutics, Inc. ("Old Miragen") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among the Issuer, Signal Merger Sub, Inc. and Old Miragen (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into 0.7031 shares of the Issuer's common stock.
- (2) Reporting Person held 211,319 shares of common stock of Old Miragen prior to the conversion pursuant to the Merger Agreement including: 150,000 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 37,586 shares of Series A convertible preferred stock of Old Miragen, 6,470 share of Series B convertible preferred stock of Old Miragen and 17,263 shares of Series C convertible preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock.
- (3) On July 31, 2008, Reporting Person was granted an option to purchase 164,726 shares of the common stock of Old Miragen under Old Miragen's Equity Incentive Plan (the "Plan") at an exercise price of \$0.40 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 115,818 shares of the Issuer's common stock at a per share exercise price of \$0.57. The option is fully vested and exercisable. The option expires ten years after the date of grant.
- (4) On June 15, 2012, Reporting Person was granted an option to purchase 328,500 shares of the common stock of Old Miragen under the Plan at an exercise price of \$0.86 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 230,968 shares of the Issuer's common stock at a per share exercise price of \$1.22. The option is fully vested and exercisable. The option expires ten years after the date of grant.
- (5) On February 22, 2016, Reporting Person was granted an option to purchase 223,000 shares of common stock of Old Miragen under the Plan at an exercise price of \$0.74 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 156,791 shares of the Issuer's common stock at a per share exercise price of \$1.05. The shares subject to the option vest in 48 equal monthly installments beginning on March 22, 2016, provided that at the relevant vesting dates the Reporting Person's continuous service

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to the Issuer has not been terminated as defined in and as determined under the Plan. The shares underlying the option are subject to accelerated vesting upon the occurrence of specified events including a change of control of the Issuer and the Reporting Person's termination. The option expires ten years after the date of grant.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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