

ATWOOD BRIAN G
Form 4
November 17, 2011

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ATWOOD BRIAN G

(Last) (First) (Middle)

**C/O VERSANT VENTURES, 3000
SAND HILL ROAD, BLDG 4,
SUITE 210**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/16/2011		P		661,323	A	\$ 0 2,159,289	I	See Footnote (5)
Common Stock	11/16/2011		P		4,165	A	\$ 0 13,600	I	See Footnote (6)
Common Stock Option	11/16/2011		J		45,171	A	\$ 0 45,171	D (7)	

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

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(9-02)

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
Series A-1 Convertible Preferred Stock	(1)	11/16/2011		C		295,404		(1)	(1)	Common Stock	295,404
Series A-1 Convertible Preferred Stock	(1)	11/16/2011		C		1,861		(1)	(1)	Common Stock	1,861
Series A-2 Convertible Preferred Stock	(2)	11/16/2011		C		295,404		(2)	(2)	Common Stock	295,404
Series A-2 Convertible Preferred Stock	(2)	11/16/2011		C		1,861		(2)	(2)	Common Stock	1,861
Series B Convertible Preferred Stock	(3)	11/16/2011		C		639,403		(3)	(3)	Common Stock	639,403
Series B Convertible Preferred Stock	(3)	11/16/2011		C		4,027		(3)	(3)	Common Stock	4,027
Convertible Promissory Note	(4)	11/16/2011		C		267,755		(4)	(4)	Common Stock	267,755
Convertible Promissory Note	(4)	11/16/2011		C		1,686		(4)	(4)	Common Stock	1,686

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATWOOD BRIAN G C/O VERSANT VENTURES 3000 SAND HILL ROAD, BLDG 4, SUITE 210 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Robin L. Praeger, 11/17/2011
 Attorney-in-Fact

**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) Each share of Series A-1 Convertible Preferred Stock automatically converted into shares of Common Stock on a 1 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) Each share of Series A-2 Convertible Preferred Stock automatically converted into shares of Common Stock on a 1 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) Each share of Series B Convertible Preferred Stock automatically converted into shares of Common Stock on a 1 for 1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The outstanding principal amount and all accrued and unpaid interest automatically converted into Common Stock at a rate of \$13.00 per share, which was the Company's initial public offering price.

The shares are held by Versant Venture Capital IV, L.P. ("Versant IV"). In their capacity as managing members of Versant Ventures IV, LLC which is the general partner of Versant IV, Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Kirk G. Nielsen share voting and investment authority over the shares held by the Versant IV and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Kirk G. Nielsen disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

- (5) The shares are held by Versant Side Fund IV, L.P. ("Versant Side"). In their capacity as managing members of Versant Ventures IV, LLC which is the general partner of Versant Side, Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Kirk G. Nielsen share voting and investment authority over the shares held by the Versant Side and may be deemed to beneficially own the shares. Each of Brian G. Atwood, Ross A. Jaffe, M.D., Camille D. Samuels, Kevin J. Wasserstein, Samuel D. Colella, Rebecca B. Robertson, Bradley J. Bolzon, Ph.D., William J. Link, Ph.D., Charles M. Warden, Robin L. Praeger and Kirk G. Nielsen disclaim beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

- (7) The shares are held by Brian G. Atwood (the "Reporting Person"). The Reporting Person is a Managing Director of Versant Ventures IV, LLC, which serves as the general partner of Versant Venture Capital IV, L.P. and Versant Side Fund IV, L.P. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of its 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. 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.