

Dermira, Inc.  
Form 3  
October 02, 2014

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

OMB APPROVAL

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**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BAY CITY CAPITAL LLC		(Month/Day/Year)	Dermira, Inc. [DERM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
750 BATTERY STREET STE 400,Â			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(Street)			(give title below) (specify below)	
SAN FRANCISCO,Â CAÂ 94111			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**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	16,918	I	See footnotes <u>(1)</u> <u>(2)</u>
Common Stock	322	I	See footnotes <u>(1)</u> <u>(3)</u>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (4)	Â (4)	Common Stock	2,337,590	\$ 0 (4)	I	See footnotes (1) (2)
Series A Preferred Stock	Â (4)	Â (4)	Common Stock	44,545	\$ 0 (4)	I	See footnotes (1) (3)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	643,066	\$ 0 (4)	I	See footnotes (1) (2)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	12,254	\$ 0 (4)	I	See footnotes (1) (3)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	375,681	\$ 0 (4)	I	See footnotes (1) (2)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	7,159	\$ 0 (4)	I	See footnotes (1) (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAY CITY CAPITAL LLC 750 BATTERY STREET STE 400 SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â
Bay City Capital Management V LLC 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Bay City Capital Fund V, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Bay City Capital Fund V Co-Investment Fund, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

## Signatures

Bay City Capital LLC /s/ Fred Craves, Managing Director 10/02/2014  
 \*\*Signature of Reporting Person Date

Bay City Capital Management V, LLC By: Bay City Capital LLC its Manager /s/ Fred Craves, Managing Director 10/02/2014  
 \*\*Signature of Reporting Person Date

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Bay City Capital Fund V, L.P. By: Bay City Capital Management V, LLC its General Partner  
By: Bay City Capital LLC its Manager /s/ Fred Craves, Managing Director 10/02/2014

\_\_Signature of Reporting Person Date

Bay City Capital Fund V Co-Investment Fund, L.P. By: Bay City Capital Management V, LLC  
its General Partner By: Bay City Capital LLC its Manager /s/ Fred Craves, Managing Director 10/02/2014

\_\_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).  

Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management V LLC, a Delaware limited liability company ("Management V"), Bay City Capital Fund V, L.P., a Delaware limited partnership ("Fund V"), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment V") are deemed to be a "group" for the purposes of Section
- (1) 13(d) under the Securities Exchange Act of 1934. Management V is the general partner of Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. BCC, the manager of Management V, is also an advisor to Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. Fred Craves, a Managing Director of BCC, is a member of the Issuer's Board of Directors.
- (2) Represent securities held by Fund V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.
- (3) Represent securities held by Co-Investment V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.
- (4) Each share of Preferred Stock will be automatically converted into one (1) share of Common Stock, for no additional consideration, immediately prior to the consummation of the Issuer's initial public offering, and has no expiration date.

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.