

BROWN MICHAEL MAURICE
Form 4
January 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BROWN MICHAEL MAURICE

2. Issuer Name and Ticker or Trading Symbol
CHAMPIONS ONCOLOGY, INC.
[CSBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
930 WINTER STREET, SUITE
2500

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2013

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

(Street)
WALTHAM, MA 02451

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	01/28/2013		P	V Amount \$ 7,000,000 (A) Price 0.5 (1)	15,566,667 (1)	I	By Funds (2)
Common Stock	01/28/2013		J(3)	V Amount \$ 464,373 (3) (A) Price 0 (3) (1)	16,031,040 (1)	I	By Funds (4)

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

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SEC 1474
(9-02)

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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 Number Shares
Warrant to purchase shares of Common Stock	\$ 0.66	01/28/2013		A	700,000	01/28/2013	01/28/2018	Common Stock	700,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN MICHAEL MAURICE 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		

Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Michael M. Brown

01/30/2013

**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) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

(2) Consists of 15,412,557 shares of the Issuer's Common Stock held by Battery Ventures IX, L.P. ("BVIX") and 154,110 shares of the Issuer's Common Stock held by Battery Investment Partners IX, LLC ("BIPIX"). Battery Partners IX, LLC ("BPIX") is the sole general partner of BVIX and the sole manager of BIPIX. Battery Management Corp. ("BMC") is the investment advisor of BPIX. Thomas J. Crotty, Richard D. Frisbie, Kenneth P. Lawler, R. David Tabors, Scott R. Tobin, Roger H. Lee, Neeraj Agrawal, Michael M. Brown, Jesse Feldman and Brian O'Malley (collectively, the "Managing Members") are the managing members of BPIX and BMC and may be deemed to have shared voting and dispositive power over the shares held by BVIX and BIPIX.

(3) As more particularly described in the Schedule 13D/A, as a result of the transaction (see footnote 1 above), the 464,373 shares of Common Stock were issued for no consideration pursuant to contractual anti-dilution undertakings of the Issuer in its Securities Purchase Agreement dated March 24, 2011 between the Issuer, BVIX, BIPIX and certain other investors.

(4) Consists of 15,872,333 shares of the Issuer's Common Stock held BVIX and 158,707 shares of the Issuer's Common Stock held by BIPIX. BPIX is the sole general partner of BVIX and the sole manager of BIPIX. BMC is the investment advisor of BPIX. The

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Managing Members are the managing members of BPIX and BMC and may be deemed to have shared voting and dispositive power over the shares held by BVIX and BIPIX.

- (5) The warrant was acquired in connection with the purchase of shares of Common Stock pursuant to the Securities Purchase Agreement dated January 28, 2013 between the Issuer, BVIX, BIPIX and certain other investors for no additional consideration.
- (6) Consists of a warrant to purchase 693,070 shares of the Issuer's Common Stock held by BVIX and a warrant to purchase 6,930 shares of the Issuer's Common Stock held by BIPIX. BPIX is the sole general partner of BVIX and the sole manager of BIPIX. BMC is the investment advisor of BPIX. The Managing Members are the managing members of BPIX and BMC and may be deemed to have shared voting and dispositive power over the shares held by BVIX and BIPIX.

Remarks:

The Reporting Persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to th

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