

CERUS CORP  
Form 4  
August 24, 2016

**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 \*  
Green Kevin Dennis

(Last) (First) (Middle)  
C/O CERUS CORPORATION, 2550 STANWELL DRIVE  
(Street)

CONCORD, CA 94520

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CERUS CORP [CERS]

3. Date of Earliest Transaction (Month/Day/Year)  
08/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 or Price   |  |                                   |
| Common Stock                    | 08/22/2016                           |  | M                              |   | 11,000 A \$ 4.19  | 53,167 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 08/22/2016                           |  | S                              |   | 11,000 D \$ 6.7931 <sup>(2)</sup>   | 42,167   | D                                 |
| Common Stock                    | 08/22/2016                           |  | M                              |   | 6,150 A \$ 5.55   | 48,317   | D                                 |
| Common Stock                    | 08/22/2016                           |  | S                              |   | 6,150 D \$ 6.8111 <sup>(3)</sup>  | 42,167   | D                                 |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy)                      | \$ 4.19  | 08/22/2016                           |  | M                              | 11,000  | <u>(4)</u> 09/30/2017                                    | Common Stock  | 11,000                        |
| Option (Right to Buy)                      | \$ 5.55  | 08/22/2016                           |  | M                              | 6,150   | <u>(6)</u> 10/01/2016                                    | Common Stock  | 6,150                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Green Kevin Dennis<br>C/O CERUS CORPORATION<br>2550 STANWELL DRIVE<br>CONCORD, CA 94520 |               |           | Chief Financial Officer |       |

## Signatures

Kevin D. Green by Chrystal N. Menard  
attorney-in-fact 08/23/2016

\*\*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) This amount includes the following shares purchased under Cerus' 1996 Employee Stock Purchase Plan: 1,942 on 2/29/16, 3,590 on 8/31/15, 2,430 on 2/27/2015, 2,451 on 8/29/2014, 2,143 on 2/28/2014, 3,733 on 8/30/2013, 3,404 on 8/31/2012, 5,274 on 2/28/2010.

(2) The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.79 to \$6.81 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.

The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.81 to \$6.82 per share, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.

- (3) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the aforementioned range set forth.
- (4) One eighth (1/8th) of the shares subject to this Option vested six (6) months after October 1, 2008, and one forty-eighth (1/48th) of the shares subject to this Option vested on the first day of each month thereafter.
- (5) Not applicable.
- (6) The shares subject to the Option vested in forty-eight (48) equal monthly installments over 4 years after October 2, 2006.

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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