

Clovis Oncology, Inc.
Form 3
March 22, 2012

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 and Ticker or Trading Symbol
Â KLINGENSTEIN PAUL H	(Month/Day/Year)	Clovis Oncology, Inc. [CLVS]
(Last) (First) (Middle)	11/15/2011	
ONE EMBARCADERO		4. Relationship of Reporting Person(s) to Issuer
CENTER, SUITE 4000		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		
	(Check all applicable)	
	☒ Director ☐ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
	☐ Officer ☐ Other	☒ Form filed by One Reporting Person
	(give title below) (specify below)	☐ Form filed by More than One Reporting Person
SAN		
FRANCISCO,Â CAÂ 94111		
(City) (State) (Zip)		

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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	174,868	\$ (1)	I	By Aberdare Ventures IV, L.P. (3)
Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	3,490	\$ (1)	I	By Aberdare Partners IV, L.P. (3)
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	174,868	\$ (1)	I	By Aberdare Ventures IV, L.P. (3)
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	3,490	\$ (1)	I	By Aberdare Partners IV, L.P. (3)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	378,503	\$ (1)	I	By Aberdare Ventures IV, L.P. (3)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	7,554	\$ (1)	I	By Aberdare Partners IV, L.P. (3)
5% Convertible Note due 2012	Â (2)	05/25/2012	Common Stock	158,439	\$ (2)	I	By Aberdare Ventures IV, L.P. (3)
5% Convertible Note due 2012	Â (2)	05/25/2012	Common Stock	3,162	\$ (2)	I	By Aberdare Partners IV, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLINGENSTEIN PAUL H ONE EMBARCADERO CENTER, SUITE 4000 SAN FRANCISCO, CA 94111	Â X	Â	Â	Â

Signatures

/s/ Paul H. Klingenstein 03/22/2012

**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)

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Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock will automatically convert into the Issuer's Common Stock on a 2.9 for 1 basis immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

- (2) The outstanding principal and accrued and unpaid interest on the Convertible Notes shall automatically be converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering at the Issuer's initial public offering price per share.

The Reporting Person is a Managing Director of Aberdare GP IV, L.L.C. ("Aberdare GP IV") which serves as the sole General Partner of Aberdare Ventures IV, L.P. ("Aberdare Ventures IV") and Aberdare Partners IV, L.P. ("Aberdare Partners IV"). As such, the Reporting Person shares voting and investment control over the securities owned by Aberdare Ventures IV and Aberdare Partners IV, and may be deemed to own beneficially the securities held by Aberdare Ventures IV and Aberdare Partners IV. Aberdare GP IV however owns no securities of the Issuer directly. The Reporting Person disclaims beneficial ownership of the shares held by Aberdare Ventures IV and Aberdare Partners IV except to the extent of his proportionate pecuniary interest therein.

(3)

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.