

Celladon Corp  
Form 4  
February 06, 2014

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PFIZER INC

(Last) (First) (Middle)

235 E. 42ND STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Celladon Corp [CLDN]

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

02/04/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/04/2014                              |                                                             | C                                    | 1,544,397                                                               | A <u>11</u> 1,544,397                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/04/2014                              |                                                             | C                                    | 23,145 <sup>(2)</sup>                                                   | A \$ 8 1,567,542                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/04/2014                              |                                                             | P                                    | <u>227,261</u><br><sup>(3)</sup>                                        | A \$ 8 1,794,803                                                                                                   | D                                                                       |                                                                   |

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

**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.**

SEC 1474  
(9-02)

## Edgar Filing: Celladon Corp - Form 4

**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 Underlying (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                    |
| Series A-1 Convertible Preferred Stock     | <u>(1)</u>                                             | 02/04/2014                           |                                                    | C                              | 19,289,531 <u>(1)</u>                                                                   | <u>(1)</u>                                               | <u>(1)</u>      | Common Stock                             |
| Convertible Promissory Notes               | \$ 8 <u>(2)</u>                                        | 02/04/2014                           |                                                    | C                              | 23,145                                                                                  | <u>(2)</u>                                               | <u>(2)</u>      | Common Stock                             |
| Series A-1 Preferred Warrants              | \$ 0.449                                               | 02/04/2014                           |                                                    | C <u>(4)</u>                   | 532,818                                                                                 | 10/15/2013                                               | 10/15/2018      | Series A-1 Preferred Stock               |
| Common Warrants                            | \$ 5.61                                                | 02/04/2014                           |                                                    | C <u>(4)</u>                   | 42,659                                                                                  | 10/15/2013                                               | 10/15/2018      | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--------------------------------------------------------|---------------|-----------|---------|-------|
|                                                        | Director      | 10% Owner | Officer | Other |
| PFIZER INC<br>235 E. 42ND STREET<br>NEW YORK, NY 10017 |               |           | X       |       |

## Signatures

/s/ Susan Grant, Assistant Secretary on behalf of Pfizer Inc. 02/06/2014

\_\_\_\_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) Every 12.49 shares of Series A-1 Preferred Stock automatically converted into 1 share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares have no expiration date.

(2) Automatic conversion, in connection with the Issuer's initial public offering, of convertible promissory notes, including principal and accrued interest.

(3) The shares were purchased at the Issuer's initial public offering.

## Edgar Filing: Celladon Corp - Form 4

- (4) Represents the automatic conversion of Series A-1 Preferred Warrants into Common Stock Warrants on a 1-for-12.49 basis upon the closing of the Issuer's initial public offering.

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.