

MIRAGEN THERAPEUTICS, INC.

Form 3

February 13, 2017

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Atlas Venture Fund VII L P

(Last)

(First)

(Middle)

25 FIRST STREET, STE 303

(Street)

CAMBRIDGE, MA 02141

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/13/2017

3. Issuer Name and Ticker or Trading Symbol

MIRAGEN THERAPEUTICS, INC. [MGEN]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

3,142,580 ⁽¹⁾D ⁽²⁾ ⁽³⁾ AReminder: 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
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)Date
ExercisableExpiration
Date

Title

Amount or
Number of

Shares

(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atlas Venture Fund VII L P 25 FIRST STREET, STE 303 CAMBRIDGE, MA 02141	^	^ X	^	^

Signatures

Atlas Venture Fund VII, L.P. By: Atlas Venture Associates VII, L.P., its general partner By:
Atlas Venture Associates VII, Inc., its general partner By: /s/Frank Castellucci, Secretary

02/13/2017

**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) Shares of common stock of the corporation then known as Miragen Therapeutics, Inc. ("Old Miragen") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among the Issuer, Signal Merger Sub, Inc. and Old Miragen (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into 0.7031 shares of the Issuer's common stock.

(2) Represents 4,469,607 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 83,250 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 2,661,454 shares of Series A preferred stock of Old Miragen, 479,401 shares of Series B preferred stock of Old Miragen and 1,245,502 shares of Series C preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock.

(3) The shares are held by Atlas Venture Fund VII, L.P. ("Atlas Venture VII"). Atlas Venture Associates VII, L.P. ("AVA VII LP") is the general partner of Atlas Venture VII, and Atlas Venture Associates VII, Inc. ("AVA VII Inc.") is the general partner of AVA VII LP. Each of AVA VII LP and AVA VII Inc. disclaims Section 16 beneficial ownership of the securities held by Atlas Venture VII, except to the extent of its pecuniary interest therein, if any.

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.