

Gould Terry P
Form 4
March 13, 2018

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 *
Gould Terry P

2. Issuer Name and Ticker or Trading Symbol
Corvus Pharmaceuticals, Inc.
[CRVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2018

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

C/O CORVUS
PHARMACEUTICALS, INC., 863
MITTEN ROAD, SUITE 102

(Street)

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

BURLINGAME, CA 94010

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value	03/12/2018		P ⁽¹⁾		69,864	A	\$ 8.5	69,864	I	By Fund ⁽²⁾
Common Stock, \$0.0001 par value	03/12/2018		P ⁽³⁾		236,128	A	\$ 8.5	236,128	I	By Fund ⁽⁴⁾
Common Stock,	03/12/2018		P ⁽⁵⁾		67,769	A	\$ 8.5	67,769	I	By Fund ⁽⁶⁾

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\$0.0001
par value

Common Stock, \$0.0001 par value	03/12/2018	P ⁽⁷⁾	87,668	A	\$ 8.5	87,668	I	By Fund <u>(8)</u>
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Common Stock, \$0.0001 par value	03/12/2018	P ⁽⁹⁾	126,806	A	\$ 8.5	126,806	I	By Fund <u>(10)</u>
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Common Stock, \$0.0001 par value						2,687,381	I	By Funds <u>(11)</u> <u>(12)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gould Terry P C/O CORVUS PHARMACEUTICALS, INC. 863 MITTEN ROAD, SUITE 102 BURLINGAME, CA 94010	X	X		

Signatures

/s/ Leiv Lea, as Attorney-in-Fact for Terry P.
Gould

03/13/2018

__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) Adams Street 2015 Direct Venture/Growth Fund LP purchased 69,864 shares of Issuer's common stock in connection with a public offering at the offering price of \$8.50 per share.

Represents shares held directly by Adams Street 2015 Direct Venture/Growth Fund LP ("AS 2015"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2015, may be deemed to beneficially own the shares held by AS 2015. Thomas S. Bremner, Jeffrey T. Diehl, Elisha ("Terry") P. Gould (a director of the Issuer), Robin Murray, Fred Wang and Michael

- (2) R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2015. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2015 except to the extent of their pecuniary interest therein.

- (3) Adams Street Venture/Growth Fund VI LP purchased 236,128 shares of Issuer's common stock in connection with a public offering at the offering price of \$8.50 per share.

Represents shares held directly by Adams Street Venture/Growth Fund VI LP ("ASVG VI"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of ASVG VI, may be deemed to beneficially own the shares held by ASVG VI. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by ASVG VI. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert disclaim beneficial ownership of the shares held by ASVG VI except to the extent of their pecuniary interest therein.

- (5) Adams Street 2016 Direct Venture/Growth Fund LP purchased 67,769 shares of Issuer's common stock in connection with a public offering at the offering price of \$8.50 per share.

Represents shares held directly by Adams Street 2016 Direct Venture/Growth Fund LP ("AS 2016"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2016, may be deemed to beneficially own the shares held by AS 2016. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2016. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2016 except to the extent of their pecuniary interest therein.

- (7) Adams Street 2017 Direct Venture/Growth Fund LP purchased 87,668 shares of Issuer's common stock in connection with a public offering at the offering price of \$8.50 per share.

Represents shares held directly by Adams Street 2017 Direct Venture/Growth Fund LP ("AS 2017"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2017, may be deemed to beneficially own the shares held by AS 2017. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2017. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2017 except to the extent of their pecuniary interest therein.

- (9) Adams Street 2018 Direct Venture/Growth Fund LP purchased 126,806 shares of Issuer's common stock in connection with a public offering at the offering price of \$8.50 per share.

Represents shares held directly by Adams Street 2018 Direct Venture/Growth Fund LP ("AS 2018"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2018, may be deemed to beneficially own the shares held by AS 2018. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2018. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2018 except to the extent of their pecuniary interest therein.

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Represents 694,854 shares held by Adams Street 2011 Direct Fund LP ("AS 2011"), 715,361 shares held by Adams Street 2012 Direct Fund LP ("AS 2012"), 541,133 shares held by Adams Street 2013 Direct Fund LP ("AS 2013") and 736,033 shares held by Adams Street 2014 Direct Fund LP ("AS 2014"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of each of AS 2011, AS 2012, AS 2013 and AS 2014 may be deemed to beneficially own the shares held by each of AS 2011, AS 2012, AS 2013 and AS 2014. Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2011, AS 2012, AS 2013 and AS 2014.

(Continued from footnote 11) Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, Fred Wang and Michael R. Zappert disclaim beneficial ownership of the shares held by each of AS 2011, AS 2012, AS 2013 and AS 2014 except to the extent of their pecuniary interest therein.

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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