

Celladon Corp
Form 4
February 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
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 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/04/2014 | | C | V | 1,544,397 A <u>1</u> | 1,544,397 | D |
| Common Stock | 02/04/2014 | | C | | 23,145 ⁽²⁾ | A \$ 8 1,567,542 | D |
| Common Stock | 02/04/2014 | | P | | <u>227,261</u> ⁽³⁾ | A \$ 8 1,794,803 | D |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|--|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | 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 ⁽⁴⁾ | | 532,818 | | 10/15/2013 | 10/15/2018 | Series A-1 Preferred Stock |
| Common Warrants | \$ 5.61 | 02/04/2014 | | C ⁽⁴⁾ | 42,659 | | | 10/15/2013 | 10/15/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PFIZER INC 235 E. 42ND STREET 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.

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- (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.

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