

CHIASMA, INC
Form SC 13G/A
February 12, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)*

Chiasma, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

16706W 10 2

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16706W 10 2

1. Name of Reporting Persons

MPM BioVentures IV-QP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 5,216,482*
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 5,216,482*
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,216,482*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

20.4%

12. Type of Reporting Person (See Instructions)

PN

* Includes 1,196,908 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

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CUSIP No. 16706W 10 2

1. Name of Reporting Persons

MPM BioVentures IV GmbH & Co. Beteiligungs KG

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of

Shares 200,973*
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 200,973*
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

200,973*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.8%

12. Type of Reporting Person (See Instructions)

PN

* Includes 46,112 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

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CUSIP No. 16706W 10 2

1. Name of Reporting Persons

MPM Asset Management Investors BV4 LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 148,332*

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 148,332*

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

148,332*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person (See Instructions)

OO

* Includes 34,033 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

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CUSIP No. 16706W 10 2

1. Name of Reporting Persons

MPM Bio IV NVS Strategic Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Bermuda

5. Sole Voting Power

Number of

Shares 1,552,960*
6. Shared Voting Power

Beneficially

Owned by 0
Each 7. Sole Dispositive Power

Reporting

Person 1,552,960*
8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,552,960*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.3%

12. Type of Reporting Person (See Instructions)

PN

* Includes 105,398 shares of Common Stock issuable pursuant to warrants, which are exercisable within 60 days of the date of this filing.

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CUSIP No. 16706W 10 2

1. Name of Reporting Persons

MPM BioVentures IV GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 6,970,415*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

6,970,415*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,970,415*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

27.0%

12. Type of Reporting Person (See Instructions)

PN

- * Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by MPM BioVentures IV-QP, L.P. (BV IV QP), 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by MPM BioVentures IV GmbH & Co. Beteiligungs KG (BV KG) and 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by MPM Bio IV NVS Strategic Fund, L.P. (BV SF). The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the direct general partner of BV IV QP, BV KG and BV SF.

CUSIP No. 16706W 10 2

1. Name of Reporting Persons

MPM BioVentures IV LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 6,790,415*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

6,790,415*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,790,415*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

27.0%

12. Type of Reporting Person (See Instructions)

OO

- * Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG and 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF. The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the indirect general partner of BV IV QP, BV KG and BV SF.

CUSIP No. 16706W 10 2

1. Name of Reporting Persons

Luke Evin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0
6. Shared Voting Power

Beneficially

Owned by 7,118,747*
Each 7. Sole Dispositive Power

Reporting

Person 0
8. Shared Dispositive Power

With:

7,118,747*
9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,118,747*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

27.6%

12. Type of Reporting Person (See Instructions)

IN

- * Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG, 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF and 114,299 shares of Common Stock and 34,033 shares of Common Stock issuable upon exercise of warrants held by MPM Asset Management Investors BV4 LLC (AM BV4). MPM BioVentures IV GP LLC (MPM IV GP) and MPM BioVentures IV LLC (MPM IV LLC) are the direct and indirect general partners of BV IV QP, BV KG and BV SF. The Reporting Person is a member of MPM IV LLC.

CUSIP No. 16706W 10 2

1. Name of Reporting Persons

Ansbert Gadicke

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0
6. Shared Voting Power

Beneficially

Owned by 7,118,747*
Each 7. Sole Dispositive Power

Reporting

Person 0
8. Shared Dispositive Power

With:

7,118,747*
9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,118,747*
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

27.6%

12. Type of Reporting Person (See Instructions)

IN

- * Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG, 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF and 114,299 shares of Common Stock and 34,033 shares of Common Stock issuable upon exercise of warrants held by AM BV4. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV IV QP, BV KG and BV SF. The Reporting Person is a member of MPM IV LLC.

CUSIP No. 16706W 10 2

1. Name of Reporting Persons

Todd Foley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 23,000*
6. Shared Voting Power

Beneficially

Owned by 7,118,747**
Each 7. Sole Dispositive Power

Reporting

Person 23,000*
8. Shared Dispositive Power

With:

7,118,747**

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,141,747* **

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

27.6%

12. Type of Reporting Person (See Instructions)

IN

- * Includes 23,000 shares of Common Stock issuable pursuant to options which are exercisable within 60 days of December 31, 2018.
- ** Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG, 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF and 114,299 shares of Common Stock and 34,033 shares of Common Stock issuable upon exercise of warrants held by AM BV4. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV IV QP, BV KG and BV SF. The Reporting Person is a member of MPM IV LLC.

Item 1.

(a) Name of Issuer
Chiasma, Inc.

(b) Address of Issuer's Principal Executive Offices
460 Totten Pond Road, Suite 530

Waltham MA 02451

Item 2.

(a) Name of Person Filing
MPM BioVentures IV-QP, L.P.

MPM BioVentures IV GmbH & Co. Beteiligungs KG

MPM Asset Management Investors BV4 LLC

MPM Bio IV NVS Strategic Fund, L.P.

MPM BioVentures IV GP LLC

MPM BioVentures IV LLC

Luke Evnin

Ansbert Gadicke

Todd Foley

(b) Address of Principal Business Office or, if none, Residence
c/o MPM Capital LLC

450 Kendall Street

Cambridge, MA 02142

(c) Citizenship

All entities were organized in Delaware except MPM BioVentures IV GmbH & Co. Beteiligungs KG, which was organized in Germany and MPM Bio IV NVS Strategic Fund, L.P., which was organized in Bermuda. The individuals are all United States citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

16706W 10 2

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

MPM Entity	Shares Issuable Upon Exercise of			Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class
	Shares Held Directly	Warrants Held Directly	Sole Voting Power					
BV IV QP	4,019,574	1,196,908	5,216,482	0	5,216,482	0	5,216,482	20.4%
BV KG	154,861	46,112	200,973	0	200,973	0	200,973	0.8%
BV SF	1,447,562	105,398	1,552,960	0	1,552,960	0	1,552,960	6.3%
AM BV4	114,299	34,033	148,332	0	148,332	0	148,332	0.6%
BV IV GP(1)	0	0	0	6,970,415	0	6,970,415	6,970,415	27.0%
BV IV LLC(2)	0	0	0	6,970,415	0	6,970,415	6,970,415	27.0%
Luke Evnin(3)	0	0	0	7,118,747	0	7,118,747	7,118,747	27.6%
Ansbert Gadicke(3)	0	0	0	7,118,747	0	7,118,747	7,118,747	27.6%
Todd Foley(3)(4)	23,000	0	23,000	7,118,747	0	7,118,747	7,141,747	27.6%

- (1) Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG and 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF. The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the direct general partner of BV IV QP, BV KG and BV SF.
- (2) Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG and 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF. The warrants listed above are exercisable within 60 days of the date of this filing. The Reporting Person is the indirect general partner of BV IV QP, BV KG and BV SF.
- (3) Consists of 4,019,574 shares of Common Stock and 1,196,908 shares of Common Stock issuable upon exercise of warrants held by BV IV QP, 154,861 shares of Common Stock and 46,112 shares of Common Stock issuable upon exercise of warrants held by BV KG, 1,447,562 shares of Common Stock and 105,398 shares of Common Stock issuable upon exercise of warrants held by BV SF and 114,299 shares of Common Stock and 34,033 shares of Common Stock issuable upon exercise of warrants held by AM BV4. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV IV QP, BV KG and BV SF. The Reporting Person is a member of MPM IV LLC.
- (4) Includes 23,000 shares of Common Stock issuable pursuant to options which are exercisable within 60 days of December 31, 2018.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2019

MPM BIOVENTURES IV-QP, L.P.

By: MPM BioVentures IV GP LLC,
its General Partner

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Member

MPM ASSET MANAGEMENT INVESTORS BV4
LLC

By: /s/ Howard Rubin
Name: Howard Rubin

Title: Director

MPM BIOVENTURES IV GP LLC

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Member

By: /s/ Luke Evnin

MPM BIOVENTURES IV GMBH & CO.
BETEILIGUNGS KG

By: MPM BioVentures IV GP LLC,
in its capacity as the Managing Limited Partner

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Member

MPM BIO IV NVS STRATEGIC FUND, L.P.

By: MPM BioVentures IV GP LLC,
its General Partner

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Member

MPM BIOVENTURES IV LLC

By: /s/ Luke Evnin
Name: Luke Evnin
Title: Member

By: /s/ Ansbert Gadicke

Name: Luke Evnin

Name: Ansbert Gadicke

By: /s/ Todd Foley
Name: Todd Foley

EXHIBITS

A: Joint Filing Agreement