

Celladon Corp
Form 3
January 29, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PFIZER INC | | (Month/Day/Year) | Celladon Corp [CLDN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/29/2014 | | |
| 235 E. 42ND STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| NEW YORK,Â NYÂ 10017 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|

Reminder: 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

Edgar Filing: Celladon Corp - Form 3

| | | | | | | | |
|--|------------|------------|----------------------------|---------------|--------------|---|---|
| Series A-1 Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,544,397 (2) | \$ 0 (1) | D | Â |
| Convertible Promissory Notes | Â (3) | Â (3) | Common Stock | \$ 181,818.18 | \$ (3) | D | Â |
| Series A-1 Preferred Warrants | 10/15/2013 | 10/15/2018 | Series A-1 Preferred Stock | 532,818 (4) | \$ 0.449 (4) | D | Â |

Reporting Owners

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

Signatures

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

01/29/2014

__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) The shares of Series A-1 Preferred Stock have no expiration date and are convertible at any time at the election of the holder. Each share of Series A-1 Preferred Stock will automatically convert on a one-for-one basis into shares of common stock upon the closing of the Issuer's initial public offering.

(2) Share numbers assume or give effect to the 1-for-12.49 reverse stock split of the Issuer's Common Stock effected on October 25, 2013, which will be effective for the Preferred Stock upon its conversion to Common Stock immediately prior to the closing of the Issuer's initial public offering.

(3) Consists of principal, that together with accrued interest, will convert immediately prior to the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price equal to the public offering price of the Common Stock sold in the Issuer's initial public offering.

(4) Share numbers and exercise price do not give effect to the 1-for-12.49 reverse stock split of the Issuer's Common Stock effected on October 25, 2013, which will be effective for the Preferred Stock upon its conversion to Common Stock immediately prior to 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.