

Clovis Oncology, Inc.
Form 4
May 18, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ATWOOD BRIAN G

(Last) (First) (Middle)

**ONE SANSOME STREET, SUITE
3630**

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2015

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2015		J ⁽¹⁾		404,867	D	\$ 0	404,866	I	See Footnote ⁽²⁾
Common Stock	05/14/2015		J ⁽³⁾		91,279	A	\$ 0	91,279	I	See Footnote ⁽⁴⁾
Common Stock	05/14/2015		J ⁽⁵⁾		91,279	D	\$ 0	0	I	See Footnote ⁽⁴⁾
Common Stock	05/14/2015		J ⁽⁶⁾		2,550	D	\$ 0	2,550	I	See Footnote

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Common Stock	05/14/2015	J ⁽⁶⁾	283	A	\$ 0	13,638	I	(7) See Footnote (8)
Common Stock	05/14/2015	J ⁽⁵⁾	6,729	A	\$ 0	20,367	I	See Footnote (8)

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ATWOOD BRIAN G ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104	X

Signatures

/s/ Robin L. Praeger, as
Attorney-In-Fact

05/18/2015

**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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Versant Venture Capital IV, L.P. ("VVC IV") without consideration to its partners.

(2) The shares are held by VVC IV. In his capacity as a managing member of Versant Ventures IV, LLC ("VV IV"), which is the general partner of VVC IV, the Reporting Person shares voting and investment authority over the shares held by the VVC IV and may be deemed to beneficially own the shares. Pursuant to General Instruction 4(b)(iv) to Form 4, all of the shares held by VVC IV are reported herein, and the Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (3) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata distribution of Common Stock of the Issuer by VVC IV.

(4) The shares are held by VV IV. The Reporting Person shares voting and investment authority over the shares held by the VV IV and may be deemed to beneficially own the shares. Pursuant to General Instruction 4(b)(iv) to Form 4, all of the shares held by VV IV are reported herein, and the Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV IV without consideration to its members.

- (6) Represents a pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Versant Side Fund IV, L.P. ("VSF IV") to its partners.

(7) The shares are held by VSF IV. In his capacity as a managing member of VV IV, which is the general partner of VSF IV, the Reporting Person shares voting and investment authority over the shares held by the VSF IV and may be deemed to beneficially own the shares. Pursuant to General Instruction 4(b)(iv) to Form 4, all of the shares held by VSF IV are reported herein, and the Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (8) The shares are held by the Atwood-Edminster Trust dated 4/2/2000 (the "Trust"). Brian G. Atwood (the "Reporting Person") is a trustee and a named beneficiary of the Trust. Pursuant to General Instruction 4(b)(iv) to Form 4, all of the shares held by the Trust are reported herein, and the Reporting Person disclaims beneficial ownership of these shares except to the extent of his 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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