Hutton Wende S Form 3 April 10, 2013

FORM 3

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

OMB APPROVAL

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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 *

A Hutton Wende S

(Last)

(First)

C/O CHIMERIX, INC., 2505

MERIDIAN PKY, SUITE 340 (Street)

(Middle)

Statement

(Month/Day/Year)

04/10/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

CHIMERIX INC [CMRX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director Officer

__X__ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

DURHAM, NCÂ 27713

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

or Indirect (I) (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)

Conversion or Exercise Price of Derivative

4.

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Expiration Exercisable Date

Title

Amount or Number of Shares

Security Direct (D) or Indirect

(I)

1

						(Instr. 5)	
Series D Preferred Stock	(1)	(1)	Common Stock	12,397	\$ <u>(1)</u>	I	See Footnote (2)
Series D Preferred Stock	(1)	(1)	Common Stock	1,227,314	\$ <u>(1)</u>	I	See Footnote (3)
Series E Preferred Stock	(4)	(4)	Common Stock	826,474	\$ <u>(4)</u>	I	See Footnote (3)
Series F Preferred Stock	(5)	(5)	Common Stock	847,136	\$ <u>(5)</u>	I	See Footnote (3)
Warrant	(6)	02/07/2018	Common Stock	211,783	\$ 7.26	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hutton Wende S C/O CHIMERIX, INC. 2505 MERIDIAN PKY, SUITE 340 DURHAM, NCÂ 27713

X Â X Â Â

Signatures

Wende S. Hutton /s/ Jaime Slocum, Attorney-in-Fact

04/10/2013

**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).
- The Series D Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically (1) convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series D Preferred Stock, for no additional consideration.
- (2) Ms. Hutton is a trustee of The Hutton Living Trust dated 12/10/96.
- The securities are held directly by Canaan VII L.P. Ms. Hutton disclaims beneficial ownership over the securities owned by Canaan VII L.P., and this report shall not be deemed an admission that such reporting person is the beneficial owner of such shares, except to the extent of her pecuniary interest, if any, in the securities by virtue of the limited liability company interests she owns in Canaan Partners VII LLC, the general partner of Canaan VII L.P.
- The Series E Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically (4) convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series E Preferred Stock, for no additional consideration.
- The Series F Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series F Preferred Stock, for no additional consideration.
- (6) The warrant is immediately exercisable.

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Remarks:

Reporting Owners 2

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Exhibit 24.1 - Power of Attorney

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.