

Berrey M Michelle
 Form 4
 March 08, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Berrey M Michelle

(Last) (First) (Middle)

C/O CHIMERIX, INC., 2505
 MERIDIAN PARKWAY, SUITE
 100

(Street)

DURHAM, NC 27713

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CHIMERIX INC [CMRX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/06/2018

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)
 President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 03/06/2018 | | M | V 10,071 A | \$ 4.26 311,336 ⁽¹⁾ | D | |
| Common Stock | | | | | 89,685 ⁽²⁾ | I | By the M. Michelle Berrey Revocable Trust u/a 12/30/08 |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 4.26 | 03/06/2018 | | M | 10,071 | <u>(3)</u> 11/17/2022 | Common Stock | 10,071 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berrey M Michelle C/O CHIMERIX, INC. 2505 MERIDIAN PARKWAY, SUITE 100 DURHAM, NC 27713 | X | | President and CEO | |

Signatures

/s/ Michael Alrutz,
Attorney-in-Fact
Date: 03/08/2018

**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).
- Includes 792 shares of Common Stock that were acquired by the Reporting Person on September 8, 2017 pursuant to the Issuer's
- (1) Employee Stock Purchase Plan. Of the 311,336 shares noted above, 105,500 shares are time-based restricted stock unit awards that are unvested.
 - (2) 23,474 shares held by the Reporting Person was inadvertently reported on a Form 4 as held directly. Instead 23,474 shares previously reported on Form 4 was held by the Reporting Person indirectly in the name of her trust.
 - (3) In accordance with its terms, the shares underlying the option are subject to vesting as follows: 1/4th of the shares vest one year after November 12, 2012; the remainder of the shares vest in equal monthly installments thereafter over the next three years.

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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