

PORTER MICHAEL E  
Form 4  
April 05, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
PORTER MICHAEL E

(Last) (First) (Middle)

C/O MERRIMACK  
PHARMACEUTICALS, INC., ONE  
KENDALL SQUARE, SUITE  
B7201

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MERRIMACK  
PHARMACEUTICALS INC  
[MACK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/03/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 04/03/2012                           |  | P                              |   | 12,500  | A  | \$ 7 75,500                       |
| Common Stock                    | 04/03/2012                           |  | C                              |   | 56,509  | A  | (1) 132,009                       |
| Common Stock                    | 04/03/2012                           |  | C                              |   | 34,286  | A  | (2) 166,295                       |
| Common Stock                    | 04/03/2012                           |  | C                              |   | 25,000  | A  | (3) 191,295                       |

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Stock

|              |            |   |        |   |     |         |   |
|--------------|------------|---|--------|---|-----|---------|---|
| Common Stock | 04/03/2012 | C | 33,000 | A | (4) | 224,295 | D |
| Common Stock | 04/03/2012 | C | 28,570 | A | (5) | 252,865 | D |

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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Series C Convertible Preferred Stock       | (1)  | 04/03/2012                           |  | C                              | 56,509  | (1)  | (1)   | Common Stock                  | 56,509                     |
| Series D Convertible Preferred Stock       | (2)  | 04/03/2012                           |  | C                              | 34,286  | (2)  | (2)   | Common Stock                  | 34,286                     |
| Series E Convertible Preferred Stock       | (3)  | 04/03/2012                           |  | C                              | 25,000  | (3)  | (3)   | Common Stock                  | 25,000                     |
| Series F Convertible Preferred Stock       | (4)  | 04/03/2012                           |  | C                              | 33,000  | (4)  | (4)   | Common Stock                  | 33,000                     |
| Series G Convertible Preferred Stock       | (5)  | 04/03/2012                           |  | C                              | 28,570  | (5)  | (5)   | Common Stock                  | 28,570                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PORTER MICHAEL E<br>C/O MERRIMACK PHARMACEUTICALS, INC.<br>ONE KENDALL SQUARE, SUITE B7201<br>CAMBRIDGE, MA 02139 | X             |           |         |       |

## Signatures

/s/ Michael E.

Porter

04/05/2012

\*\*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) Each share of Series C Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
  - (2) Each share of Series D Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
  - (3) Each share of Series E Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
  - (4) Each share of Series F Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
  - (5) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.

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.