

Achaogen Inc  
Form SC 13G/A  
February 14, 2018

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

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**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**ACHAOGEN, INC.**

(Name of Issuer)

**COMMON STOCK**

(Title of Class of Securities)

**004449104**

(CUSIP Number)

**December 31, 2017**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 004449104

- |     |                                                                                     |                                          |
|-----|-------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Persons<br>Venrock Partners, L.P.                                 |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |                                          |
|     | (a) <input checked="" type="checkbox"/> (1)                                         |                                          |
|     | (b) <input type="checkbox"/> (0)                                                    |                                          |
| 3.  | SEC Use Only                                                                        |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                    |                                          |
| 5.  |                                                                                     | Sole Voting Power<br>0                   |
| 6.  |                                                                                     | Shared Voting Power<br>1,746,461(2)      |
| 7.  |                                                                                     | Sole Dispositive Power<br>0              |
| 8.  |                                                                                     | Shared Dispositive Power<br>1,746,461(2) |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,746,461(2)        |                                          |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0)             |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.1%(3)                        |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                   |                                          |

- 
- (1) Venrock Partners, L.P., Venrock Associates IV, L.P., Venrock Entrepreneurs Fund IV, L.P., Venrock Partners Management, LLC (the general partner of Venrock Partners, L.P.), Venrock Management IV, LLC (the general partner of Venrock Associates IV, L.P.) and VEF Management IV, LLC (the general partner of Venrock Entrepreneurs Fund IV, L.P.) are members of a group for purposes of this Schedule 13G/A.
- (2) Consists of 289,912 shares of common stock owned by Venrock Partners, L.P., 1,421,623 shares of common stock owned by Venrock Associates IV, L.P. and 34,926 shares of common stock owned by Venrock Entrepreneurs Fund IV, L.P.
- (3) This percentage is calculated based upon 42,393,609 shares of the Issuer's common stock outstanding as of November 2, 2017, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

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CUSIP No. 004449104

- |     |                                                                                     |                                          |
|-----|-------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Persons<br>Venrock Associates IV, L.P.                            |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |                                          |
|     | (a) <input checked="" type="checkbox"/> (1)                                         |                                          |
|     | (b) <input type="checkbox"/> (0)                                                    |                                          |
| 3.  | SEC Use Only                                                                        |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                    |                                          |
| 5.  |                                                                                     | Sole Voting Power<br>0                   |
| 6.  |                                                                                     | Shared Voting Power<br>1,746,461(2)      |
| 7.  |                                                                                     | Sole Dispositive Power<br>0              |
| 8.  |                                                                                     | Shared Dispositive Power<br>1,746,461(2) |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,746,461(2)        |                                          |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0)             |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.1%(3)                        |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                   |                                          |

- 
- (1) Venrock Partners, L.P., Venrock Associates IV, L.P., Venrock Entrepreneurs Fund IV, L.P., Venrock Partners Management, LLC (the general partner of Venrock Partners, L.P.), Venrock Management IV, LLC (the general partner of Venrock Associates IV, L.P.) and VEF Management IV, LLC (the general partner of Venrock Entrepreneurs Fund IV, L.P.) are members of a group for purposes of this Schedule 13G/A.
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- |     |                                                                                                                                                        |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | Name of Reporting Persons<br>Venrock Entrepreneurs Fund IV, L.P.                                                                                       |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (1)<br>(b) <input type="checkbox"/> (0) |
| 3.  | SEC Use Only                                                                                                                                           |
| 4.  | Citizenship or Place of Organization<br>Delaware                                                                                                       |
| 5.  | Sole Voting Power<br>0                                                                                                                                 |
| 6.  | Shared Voting Power<br>1,746,461(2)                                                                                                                    |
| 7.  | Sole Dispositive Power<br>0                                                                                                                            |
| 8.  | Shared Dispositive Power<br>1,746,461(2)                                                                                                               |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,746,461(2)                                                                           |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                                           |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.1%(3)                                                                                           |
| 12. | Type of Reporting Person (See Instructions)<br>PN                                                                                                      |

- 
- (1) Venrock Partners, L.P., Venrock Associates IV, L.P., Venrock Entrepreneurs Fund IV, L.P., Venrock Partners Management, LLC (the general partner of Venrock Partners, L.P.), Venrock Management IV, LLC (the general partner of Venrock Associates IV, L.P.) and VEF Management IV, LLC (the general partner of Venrock Entrepreneurs Fund IV, L.P.) are members of a group for purposes of this Schedule 13G/A.
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- |     |                                                                                     |                                          |
|-----|-------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Persons<br>Venrock Partners Management, LLC                       |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |                                          |
|     | (a) <input checked="" type="checkbox"/> (1)                                         |                                          |
|     | (b) <input type="checkbox"/> (0)                                                    |                                          |
| 3.  | SEC Use Only                                                                        |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                    |                                          |
| 5.  |                                                                                     | Sole Voting Power<br>0                   |
| 6.  |                                                                                     | Shared Voting Power<br>1,746,461(2)      |
| 7.  |                                                                                     | Sole Dispositive Power<br>0              |
| 8.  |                                                                                     | Shared Dispositive Power<br>1,746,461(2) |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,746,461(2)        |                                          |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0)             |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.1%(3)                        |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                   |                                          |

- 
- (1) Venrock Partners, L.P., Venrock Associates IV, L.P., Venrock Entrepreneurs Fund IV, L.P., Venrock Partners Management, LLC (the general partner of Venrock Partners, L.P.), Venrock Management IV, LLC (the general partner of Venrock Associates IV, L.P.) and VEF Management IV, LLC (the general partner of Venrock Entrepreneurs Fund IV, L.P.) are members of a group for purposes of this Schedule 13G/A.
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- |     |                                                                                     |                                          |
|-----|-------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Persons<br>Venrock Management IV, LLC                             |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |                                          |
|     | (a) <input checked="" type="checkbox"/> (1)                                         |                                          |
|     | (b) <input type="checkbox"/> (0)                                                    |                                          |
| 3.  | SEC Use Only                                                                        |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                    |                                          |
| 5.  |                                                                                     | Sole Voting Power<br>0                   |
| 6.  |                                                                                     | Shared Voting Power<br>1,746,461(2)      |
| 7.  |                                                                                     | Sole Dispositive Power<br>0              |
| 8.  |                                                                                     | Shared Dispositive Power<br>1,746,461(2) |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,746,461(2)        |                                          |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0)             |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.1%(3)                        |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                   |                                          |

- 
- (1) Venrock Partners, L.P., Venrock Associates IV, L.P., Venrock Entrepreneurs Fund IV, L.P., Venrock Partners Management, LLC (the general partner of Venrock Partners, L.P.), Venrock Management IV, LLC (the general partner of Venrock Associates IV, L.P.) and VEF Management IV, LLC (the general partner of Venrock Entrepreneurs Fund IV, L.P.) are members of a group for purposes of this Schedule 13G/A.
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- (3) This percentage is calculated based upon 42,393,609 shares of the Issuer's common stock outstanding as of November 2, 2017, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

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- |     |                                                                                     |                                          |
|-----|-------------------------------------------------------------------------------------|------------------------------------------|
| 1.  | Name of Reporting Persons<br>VEF Management IV, LLC                                 |                                          |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |                                          |
|     | (a) <input checked="" type="checkbox"/> (1)                                         |                                          |
|     | (b) <input type="checkbox"/> (0)                                                    |                                          |
| 3.  | SEC Use Only                                                                        |                                          |
| 4.  | Citizenship or Place of Organization<br>Delaware                                    |                                          |
| 5.  |                                                                                     | Sole Voting Power<br>0                   |
| 6.  |                                                                                     | Shared Voting Power<br>1,746,461(2)      |
| 7.  |                                                                                     | Sole Dispositive Power<br>0              |
| 8.  |                                                                                     | Shared Dispositive Power<br>1,746,461(2) |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,746,461(2)        |                                          |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> (0)             |
| 11. | Percent of Class Represented by Amount in Row (9)<br>4.1%(3)                        |                                          |
| 12. | Type of Reporting Person (See Instructions)<br>OO                                   |                                          |

- 
- (1) Venrock Partners, L.P., Venrock Associates IV, L.P., Venrock Entrepreneurs Fund IV, L.P., Venrock Partners Management, LLC (the general partner of Venrock Partners, L.P.), Venrock Management IV, LLC (the general partner of Venrock Associates IV, L.P.) and VEF Management IV, LLC (the general partner of Venrock Entrepreneurs Fund IV, L.P.) are members of a group for purposes of this Schedule 13G/A.
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- (3) This percentage is calculated based upon 42,393,609 shares of the Issuer's common stock outstanding as of November 2, 2017, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

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Introductory Note: This Statement on Schedule 13G/A is filed on behalf of Venrock Partners, L.P., a limited partnership organized under the laws of the State of Delaware ( VP ), Venrock Associates IV, L.P., a limited partnership organized under the laws of the State of Delaware ( Venrock IV ), Venrock Entrepreneurs Fund IV, L.P., a limited partnership organized under the laws of the State of Delaware ( Entrepreneurs Fund ), Venrock Partners Management, LLC, a limited liability company organized under the laws of the State of Delaware ( VP Management ), Venrock Management IV, LLC, a limited liability company organized under the laws of the State of Delaware ( Venrock Management ) and VEF Management IV, LLC, a limited liability company organized under the laws of the State of Delaware ( VEF Management ) and collectively with VP, Venrock IV, Entrepreneurs Fund and Venrock Management, the Venrock Entities ) in respect of shares of common stock of Achaogen, Inc.

**Item 1.**

- (a) Name of Issuer  
Achaogen, Inc.
- (b) Address of Issuer's Principal Executive Offices  
1 Tower Place, Suite 300  
South San Francisco, CA 94080

**Item 2.**

- (a) Name of Person Filing  
Venrock Partners, L.P.  
Venrock Associates IV, L.P.  
Venrock Entrepreneurs Fund IV, L.P.  
Venrock Partners Management, LLC  
Venrock Management IV, LLC  
VEF Management IV, LLC
- (b) Address of Principal Business Office or, if none, Residence
- | New York Office:   | Palo Alto Office:    | Boston Office:       |
|--------------------|----------------------|----------------------|
| 530 Fifth Avenue   | 3340 Hillview Avenue | 34 Farnsworth Street |
| 22nd Floor         | Palo Alto, CA 94304  | 3rd Floor            |
| New York, NY 10036 |                      | Boston, MA 02210     |
- (c) Citizenship  
Each of VP, Venrock IV and Entrepreneurs Fund are limited partnerships organized in the State of Delaware. Each of VP Management, Venrock Management and VEF Management are limited liability companies organized in the State of Delaware.



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- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
004449104

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:  
Not applicable

CUSIP No. 004449104

**Item 4. Ownership**

(a) Amount Beneficially Owned as of December 31, 2017:

Venrock Partners, L.P.	1,746,461(1)
Venrock Associates IV, L.P.	1,746,461(1)
Venrock Entrepreneurs Fund IV, L.P.	1,746,461(1)
Venrock Partners Management, LLC	1,746,461(1)
Venrock Management IV, LLC	1,746,461(1)
VEF Management IV, LLC	1,746,461(1)

(b) Percent of Class as of December 31, 2017:

Venrock Partners, L.P.	4.1%
Venrock Associates IV, L.P.	4.1%
Venrock Entrepreneurs Fund IV, L.P.	4.1%
Venrock Partners Management, LLC	4.1%
Venrock Management IV, LLC	4.1%
VEF Management IV, LLC	4.1%

(c) Number of shares as to which the person has, as of December 31, 2017:

(i) Sole power to vote or to direct the vote

Venrock Partners, L.P.	0
Venrock Associates IV, L.P.	0
Venrock Entrepreneurs Fund IV, L.P.	0
Venrock Partners Management, LLC	0
Venrock Management IV, LLC	0
VEF Management IV, LLC	0

(ii) Shared power to vote or to direct the vote

Venrock Partners, L.P.	1,746,461(1)
Venrock Associates IV, L.P.	1,746,461(1)
Venrock Entrepreneurs Fund IV, L.P.	1,746,461(1)

CUSIP No. 004449104

	Venrock Partners Management, LLC	1,746,461(1)	
	Venrock Management IV, LLC	1,746,461(1)	
	VEF Management IV, LLC	1,746,461(1)	
(iii)	Sole power to dispose or to direct the disposition of		
	Venrock Partners, L.P.	0	
	Venrock Associates IV, L.P.	0	
	Venrock Entrepreneurs Fund IV, L.P.	0	
	Venrock Partners Management, LLC	0	
	Venrock Management IV, LLC	0	
	VEF Management IV, LLC	0	
(iv)	Shared power to dispose or to direct the disposition of		
	Venrock Partners, L.P.	1,746,461(1)	
	Venrock Associates IV, L.P.	1,746,461(1)	
	Venrock Entrepreneurs Fund IV, L.P.	1,746,461(1)	
	Venrock Partners Management, LLC	1,746,461(1)	
	Venrock Management IV, LLC	1,746,461(1)	
	VEF Management IV, LLC	1,746,461(1)	

(1) These shares are owned directly as follows: 289,912 shares of common stock are owned by Venrock Partners, L.P., 1,421,623 shares of common stock are owned by Venrock Associates IV, L.P., and 34,926 shares of common stock are owned by Venrock Entrepreneurs Fund IV, L.P.

CUSIP No. 004449104

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**  
Not Applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2018

**Venrock Partners, L.P.**

By: Venrock Partners Management, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Authorized Signatory

**Venrock Associates IV, L.P.**

By: Venrock Management IV, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Authorized Signatory

**Venrock Entrepreneurs Fund IV, L.P.**

By: VEF Management IV, LLC  
Its: General Partner

By: /s/ David L. Stepp  
Authorized Signatory

**Venrock Management IV, LLC**

By: /s/ David L. Stepp  
Authorized Signatory

**VEF Management IV, LLC**

By: /s/ David L. Stepp  
Authorized Signatory

**Venrock Partners Management, LLC**

By: /s/ David L. Stepp  
Authorized Signatory



**EXHIBITS**

A: Joint Filing Agreement (incorporated by reference to Exhibit A of Schedule 13G filed on February 13, 2015).