

OvaScience, Inc.
Form 4
January 16, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Longwood Fund, L.P.

(Last) (First) (Middle)

C/O OVASCIENCE, INC., 215
FIRST STREET, SUITE 240

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OvaScience, Inc. [OVAS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (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

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	01/14/2015		J ⁽¹⁾	V Amount 1,300,000 D	\$ 0 <u>(1)</u> 1,520,607	D <u>(2)</u>	
Common Stock	01/14/2015		J ⁽¹⁾	A Amount 269,061 A	\$ 0 <u>(1)</u> 319,082	I	By Longwood Fund GP, LLC <u>(3)</u>

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

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(9-02)

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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 Owned Following Transaction (Instr. 3 and 4)
				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
Longwood Fund, L.P. C/O OVASCIENCE, INC. 215 FIRST STREET, SUITE 240 CAMBRIDGE, MA 02142		X		

Signatures

/s/ Brian Malone 01/16/2015
 **Signature of Date
 Reporting Person

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) Reflects change in beneficial ownership resulting from a pro rata transfer to the limited partners and general partner that occurred pursuant to the partnership agreement of Longwood Fund, L.P.
 The securities in this line are held directly by Longwood Fund, L.P. Longwood Fund GP, LLC is the general partner of Longwood Fund, L.P. Voting and investment power with respect to the shares held by Longwood Fund, LP are vested in Richard Aldrich, Michelle Dipp, M.D., Ph.D. and Christoph Westphal, M.D., Ph.D. (collectively, the "Managers"), the managers of Longwood Fund GP, LLC. Each of the
- (2) Managers disclaims beneficial ownership of the shares held by Longwood Fund, L.P., except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in the report shall not be deemed an admission of beneficial ownership of the shares for the purposes of Section 16 or for any other purpose.
 Longwood Fund GP, LLC, the sole general partner of Longwood Fund, L.P., acquired 269,061 shares of common stock of the issuer directly pursuant to the transaction described in Footnote 1. The Managers are managers of Longwood Fund GP, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held by Longwood Fund, L.P. and by
- (3) Longwood Fund GP, LLC. Each of the Managers disclaims beneficial ownership of the shares held by Longwood Fund, L.P. and Longwood Fund GP, LLC, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or any other purpose.

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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