OvaScience, Inc. Form 4
March 17, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

_ Other (specify

Issuer

_X__ Director

_ Officer (give title

3235-0287

Expires: January 31, 2005

OMB APPROVAL

2005 age

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

2. Issuer Name and Ticker or Trading

OvaScience, Inc. [OVAS]

3. Date of Earliest Transaction

(Month/Day/Year)

03/15/2016

Symbol

1(b).

(Last)

(Print or Type Responses)

ALDRICH RICHARD

1. Name and Address of Reporting Person *

(First)

C/O OVASCIENCE, INC., 9

(Middle)

may continue.

See Instruction

FOURTH .	AVE.						below)	below)			
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
WALTHA	M, MA 02451		·		_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	Oror Dispose (Instr. 3, 4	ed of		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	03/15/2016		P	17,600	A	\$ 7.8034 (2)	180,332	I	By Longwood Fund III LP		
Common Stock	03/15/2016		P	11,900	A	\$ 8.4422 (3)	192,232	I	By Longwood Fund III LP		
Common Stock	03/16/2016		P	21,729	A	\$ 7.5899 (4)	213,961	I	By Longwood Fund III LP		

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Common Stock	03/16/2016	P	7,800	A	\$ 8.1258 (5)	221,761	I	By Longwood Fund III LP
Common Stock						603,066	D	
Common Stock						22,350	I	By Richard J. Aldrich 2005 Revocable Trust (6)
Common Stock						175,481	I	By Richard H. Aldrich Irrevocable Trust of 2011 (7)
Common Stock						200,000	I	By Richard H. Aldrich 2015 GRAT

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	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	3 and 4)	
	Security					Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration	PD1 - 1	or	
							Exercisable	Date		Number	
										of	
				Code	V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALDRICH RICHARD C/O OVASCIENCE, INC. 9 FOURTH AVE. WALTHAM, MA 02451

X

Signatures

/s/ William C. Hicks, Attorney-in-Fact

03/17/2016

**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).

This Form 4 reflects the purchase of an aggregate of 59,029 shares purchased by the Longwood Fund III LP in the market. The securities in this line are held directly by Longwood Fund III LP. Longwood Fund III GP, LLC is the general partner of Longwood Fund III LP. Voting and investment power with respect to the shares held by Longwood Fund III LP are vested in Richard Aldrich, Michelle Dipp,

- (1) M.D., Ph.D. and Christoph Westphal, M.D., Ph.D. (collectively, the "Managers"), the managers of Longwood Fund III GP, LLC. Each of the Managers disclaims beneficial ownership of the shares held by Longwood Fund III LP, 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.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.68 to \$7.99, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges sent forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.00 to \$8.84, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges sent forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.31 to \$7.98, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges sent forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.00 to \$8.34, inclusive. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges sent forth in this footnote.
- (6) The trustee of the Richard H. Aldrich 2005 Revocable Trust is the Reporting Person and he exercises sole voting and investment power over the shares of record held by the trust.
- (7) The trustee of the Richard H. Aldrich Irrevocable Trust of 2011 is the Reporting Person's spouse, Nichole Aldrich, and she exercises sole voting and investment power over the shares of record held by the trust.
- The Reporting Person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of the beneficial ownership of all of the reported shares for purposes of Section 16 or for 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. 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.

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