

OvaScience, Inc.
Form 4
March 21, 2016

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 *
ALDRICH RICHARD

(Last) (First) (Middle)

C/O OVASCIENCE, INC., 9
FOURTH AVE.

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/17/2016		P		29,800	A	\$ 7.7926 (2)
Common Stock	03/18/2016		P		29,900	A	\$ 8.7205 (3)
Common Stock							603,066
Common Stock							22,350
							By Longwood Fund III LP (1)
							By Longwood Fund III LP (1)
							By Richard

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Stock						J. Aldrich 2005 Revocable Trust ⁽⁴⁾
Common Stock		175,481	I			By Richard H. Aldrich Irrevocable Trust of 2011 ⁽⁵⁾
Common Stock		200,000	I			By Richard H. Aldrich 2015 GRAT <u>⁽⁶⁾</u>

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

03/21/2016

__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 59,700 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.

- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.61 to \$8.04, 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.

- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.24 to \$8.96, 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.

- (4) 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.

- (5) 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.

- (6) 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.

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