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Flexion Therapeutics Inc

Form 4 March 04, 2	2014									
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
if no los subject Section	Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Estimated average burden hours per	
obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the l	Public U	Jtility Hol	ding Cor		of 1935 or Sectio	on		
(Print or Type	e Responses)									
1. Name and Address of Reporting Person <u>*</u> DRISCOLL FREDERICK W			2. Issuer Name and Ticker or Trading Symbol Flexion Therapeutics Inc [FLXN]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(Che						ck all applicable)			
(Last) (First) (Middle) C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 301			(Month/Day/Year) 03/03/2014				Director 10% Owner Officer (give title Other (specify below) below) below) Chief Financial Officer			
	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
BURLING	TON, MA 01803						Person	whole than one R	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	eport on a separate line	e for each cla	ass of sec	Code V urities bene	ficially ow Perso inform	ons who res	or indirectly. spond to the collect ained in this form	are not	SEC 1474 (9-02)	
							ond unless the for ntly valid OMB cou			

 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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Ye	ear) (Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 17.61	03/03/2014		А		40,000		<u>(1)</u>	03/02/2024	Common Stock	40,000
Repo	rting Ov	vners									
Reporting Owner Name / Address		Relationships									
			Director	10% Owne	r	Officer			Other		
DRISCOLL FREDERICK W C/O FLEXION THERAPEUTICS, INC 10 MALL ROAD, SUITE 301 BURLINGTON, MA 01803			2.			Chief Fi	nanc	ial Officer			
Signa	tures										
/s/ Lisa E	Davidson,		03/04/2014	Ļ							

Attorney-in-Fact

**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).

Twenty-five percent (25%) of the shares subject to the option shall vest one year after March 3, 2014; thereafter one-forty-eighth (1/48th)
(1) of the shares subject to the option shall vest each month following the one year anniversary of March 3, 2014, so that all of the shares subject to the option shall be vested four (4) years after March 3, 2014.

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.