

CHAMPIONS ONCOLOGY, INC.

Form 4

March 13, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN MICHAEL MAURICE

2. Issuer Name and Ticker or Trading
Symbol
**CHAMPIONS ONCOLOGY, INC.
[CSBR]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**ONE MARINA PARK DRIVE,
SUITE 1100**

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
BOSTON, MA 02210

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form 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. 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 Ownership (Instr. 4)
Common Stock	03/11/2015		P	Amount 6,250,000	(A) or (D) A Price \$ 22,281,040 0.4 (1)	I	By Funds (2)
Common Stock	03/11/2015		J(3)	Amount 1,161,549 (3)	(A) or (D) A Price \$ 0 23,442,589 (3) (1)	I	By Funds (4)

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

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information contained in this form are not
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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant to purchase shares of Common Stock	\$ 0.48	03/11/2015		A		3,437,500		03/11/2015	03/11/2020	Common Stock	3,437,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN MICHAEL MAURICE ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		
Feldman Jesse ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210		X		

Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Michael Brown

03/13/2015

__Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Jesse Feldman

03/13/2015

__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).

- (1) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (2) Consists of 22,060,458 shares of the Issuer's Common Stock held by Battery Ventures IX, L.P. ("BVIX") and 220,582 shares of the Issuer's Common Stock held by Battery Investment Partners IX, LLC ("BIPIX"). Battery Partners IX, LLC ("BPIX") is the sole general partner of BVIX and the sole manager of BIPIX. Battery Management Corp. ("BMC") is the investment adviser of BPIX. Thomas J. Crotty, Richard D. Frisbie, Kenneth P. Lawler, R. David Tabors, Scott R. Tobin, Roger H. Lee, Neeraj Agrawal, Michael M. Brown and Jesse Feldman (collectively, the "Managing Members") are the managing members of BPIX. The Managing Members are also

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officers of BMC (collectively, the "Officers"). The Managing Members and the Officers, in their respective capacities as such, may be deemed to have shared voting and dispositive power over the shares held by BVIX and BPIX.

- (3) As more particularly described in the Schedule 13D/A filed as a result of the transaction, 1,161,549 shares of Common Stock were issued for no consideration pursuant to contractual anti-dilution undertakings of the Issuer in its Securities Purchase Agreement dated March 24, 2011 between the Issuer, BVIX, BPIX and certain other investors.

- (4) Consists of 23,210,508 shares of the Issuer's Common Stock held BVIX and 232,081 shares of the Issuer's Common Stock held by BPIX. BPIX is the sole general partner of BVIX and the sole manager of BPIX. BMC is the investment adviser of BPIX. The Managing Members are the managing members of BPIX. The Officers are the officers of BMC. The Managing Members and the Officers, in their respective capacities as such, may be deemed to have shared voting and dispositive power over the shares held by BVIX and BPIX.

- (5) The warrant was acquired in connection with the purchase of Common Stock pursuant to the Securities Purchase Agreement dated March 11, 2015 between the Issuer, BVIX, BPIX and certain other investors for no additional consideration.

- (6) Consists of a warrant to purchase 3,403,469 shares of the Issuer's Common Stock held by BVIX and a warrant to purchase 34,031 shares of the Issuer's Common Stock held by BPIX. BPIX is the sole general partner of BVIX and the sole manager of BPIX. BMC is the investment adviser of BPIX. The Managing Members are the managing members of BPIX. The Officers are the officers of BMC. The Managing Members and the Officers, in their respective capacities as such, may be deemed to have shared voting and dispositive power over the underlying shares held by BVIX and BPIX.

Remarks:

The Reporting Persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to th

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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