

Brinza Jeffery M.  
Form 4  
December 11, 2018

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brinza Jeffery M.

(Last) (First) (Middle)

C/O MILLENDO THERAPEUTICS,  
INC., 301 N. MAIN ST., SUITE 100

(Street)

ANN ARBOR, MI 48104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Millendo Therapeutics, Inc. [MLND]

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

12/07/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sec., CAO and General Counsel

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)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 4.44	12/07/2018	A		49,609		<u>(1)</u>	01/27/2026	Common Stock	49,609	
Employee Stock Option (right to buy)	\$ 16.4	12/07/2018	A		44,639		<u>(3)</u>	08/23/2028	Common Stock	44,639	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brinza Jeffery M. C/O MILLENDO THERAPEUTICS, INC. 301 N. MAIN ST., SUITE 100 ANN ARBOR, MI 48104			Sec., CAO and General Counsel	

## Signatures

/s/ Jeffery M.  
Brinza

12/11/2018

          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) Twenty-five percent (25%) of the shares subject to the option vested on August 24, 2016, and one thirty-sixth (1/36th) of the remaining shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
- (2) Received in connection with the merger of Millendo Therapeutics, Inc. ("Millendo") into the Issuer (the "Merger") in exchange for a stock option to acquire 666,800 shares of Millendo common stock for \$0.33 per share.
- (3) Twenty-five percent (25%) of the shares subject to the option shall vest on August 20, 2019, and one thirty-sixth (1/36th) of the remaining shares subject to the option shall vest each month thereafter, subject to the Reporting Person continuing to provide service through each such date.
- (4) Received in connection with the Merger in exchange for a stock option to acquire 600,000 shares of Millendo common stock for \$1.22 per share.

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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