

Aimmune Therapeutics, Inc.

Form 4

August 11, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Foresite Capital Management II,
LLC

(Last) (First) (Middle)

101 CALIFORNIA STREET, SUITE
4100

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

Aimmune Therapeutics, Inc. [AIMT]

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

08/11/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
Common Stock, \$0.0001 par value	08/11/2015		C	3,775,400 A <u>1</u>	3,775,400	I	See Footnote (2)
Common Stock, \$0.0001 par value	08/11/2015		P ⁽³⁾	312,500 A \$ 16	4,087,900	I	See Footnote (2)
Common Stock, \$0.0001 par value	08/11/2015		P ⁽⁴⁾	312,500 A \$ 16	312,500	I	See Footnote (5)

Edgar Filing: Aimmune Therapeutics, Inc. - Form 4

Common Stock, \$0.0001 par value	08/11/2015	P	17,035	A	\$ 20,4989	329,535	I	See Footnote (5)
---	------------	---	--------	---	---------------	---------	---	------------------------

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Shares
Series B Convertible Preferred Stock	(1)	08/11/2015		C		3,775,400		(1)	(6)	Common Stock	3,775,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foresite Capital Management II, LLC 101 CALIFORNIA STREET SUITE 4100 SAN FRANCISCO, CA 94111		X		
Foresite Capital Fund II, L.P. 101 CALIFORNIA STREET SUITE 4100 SAN FRANCISCO, CA 94111		X		
Foresite Capital Management III, LLC 101 CALIFORNIA STREET SUITE 4100 SAN FRANCISCO, CA 94111		X		
Foresite Capital Fund III, L.P. 101 CALIFORNIA STREET		X		

SUITE 4100
SAN FRANCISCO, CA 94111

Tananbaum James B.
3052 PACIFIC AVENUE
SAN FRANCISCO, CA 94115

X

Signatures

FORESITE CAPITAL MANAGEMENT II, LLC, By: /s/ Dennis D. Ryan, Dennis D. Ryan, Chief Financial Officer 08/11/2015

__Signature of Reporting Person Date

FORESITE CAPITAL FUND II, L.P., By: Foresite Capital Management II, LLC, Its General Partner, By: /s/ Dennis D. Ryan, Dennis D. Ryan, Chief Financial Officer 08/11/2015

__Signature of Reporting Person Date

FORESITE CAPITAL MANAGEMENT III, LLC, By: /s/ Dennis D. Ryan, Dennis D. Ryan, Chief Financial Officer 08/11/2015

__Signature of Reporting Person Date

FORESITE CAPITAL FUND III, L.P., By: Foresite Capital Management III, LLC, Its General Partner, By: /s/ Dennis D. Ryan, Dennis D. Ryan, Chief Financial Officer 08/11/2015

__Signature of Reporting Person Date

/s/ James B. Tananbaum 08/11/2015

__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 Series B Convertible Preferred Stock automatically converted into shares of Issuer's Common Stock on a 1 for 1 basis upon the closing of Issuer's initial public offering.

Shares are owned directly by Foresite Capital Fund II, L.P. ("FCF II"). Foresite Capital Management II, LLC ("FCM II"), the Designated Filer and general partner of FCF II, may be deemed to have the sole voting and dispositive power over these shares. James Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM II, may be deemed to have the sole voting and dispositive power over

- (2) these shares. Each Reporting Person disclaims the existence of a "group." Each of FCM II and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM II and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

- (3) FCF II purchased an additional 312,500 shares of Issuer's common stock in connection with the initial public offering at the offering price of \$16.00 per share.

- (4) FCF III purchased 312,500 shares of Issuer's common stock in connection with the initial public offering at the offering price of \$16.00 per share.

Shares are owned directly by Foresite Capital Fund III, L.P. ("FCF III"). Foresite Capital Management III, LLC ("FCM III"), the general partner of FCF III, may be deemed to have the sole voting and dispositive power over these shares. James Tananbaum ("Mr. Tananbaum"), in his capacity as managing member of FCM III, may be deemed to have the sole voting and dispositive power over these

- (5) shares. Each Reporting Person disclaims the existence of a "group." Each of FCM III and its members and Mr. Tananbaum disclaims beneficial ownership of any of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that FCM III and its members or Mr. Tananbaum is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

- (6) The Series B Convertible Preferred Stock has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: Aimmune Therapeutics, Inc. - Form 4

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.