



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

May 13, 2014

Via E-mail

M. Michelle Berrey, M.D., M.P.H.  
President, Chief Executive Officer and Chief Medical Officer  
Chimerix, Inc.  
2505 Meridian Parkway, Suite 340  
Durham, NC 27713

**Re: Chimerix, Inc.  
Registration Statement on Form S-3  
Filed May 1, 2014  
File No. 333-195626**

Dear Dr. Berrey:

We have limited our review of your registration statement to the issue we have addressed in our comment.

Please respond to this letter by amending your registration statement and providing the requested information. Where you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this comment, we may have additional comments.

Exhibit 5.1

1. We note that page 2 of the legal opinion filed as Exhibit 5.1 indicates that the opinion “as to the Debt Securities and the Warrants constituting valid and legally binding obligations of the Company...” is expressed “solely with respect to the laws of the State of New York.” As highlighted in Section II.B.1.e of the Division of Corporation Finance Staff Legal Bulletin No. 19, counsel must also consider the law of the jurisdiction under which the registrant is organized in order to provide the binding obligation opinion. Please revise your legal opinion to confirm that with respect to whether the Debt Securities and Warrants constitute valid and legally binding obligations of the Company, counsel considered the General Corporation Law of the State of Delaware in addition to the laws of the State of New York. Please file such revised opinion as an exhibit to an amended registration statement.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Act of 1933 and

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all applicable Securities Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comment, in the event you request acceleration of the effective date of the pending registration statement please provide a written statement from the company acknowledging that:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please refer to Rules 460 and 461 regarding requests for acceleration. We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. Please allow adequate time for us to review any amendment prior to the requested effective date of the registration statement.

Please contact Christina De Rosa at (202) 551-3577, Bryan Pitko at (202) 551-3203 or me at (202) 551-3715 with any other questions.

Sincerely,

*/s/ Bryan J. Pitko for*

Jeffrey P. Riedler  
Assistant Director

cc: Via E-mail  
Jason L. Kent, Esq.  
Cooley LLP  
4401 Eastgate Mall  
San Diego, CA 92121