SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person*

 Canaan VII L P

 (Last)　　(First)　　(Middle)

 285 RIVERSIDE AVENUE, SUITE 250

 (Street)

 WESTPORT　　CT　　06880

 (City)　　(State)　　(Zip) | 2. Issuer Name **and** Ticker or Trading Symbol

 CHIMERIX INC [CMRX]

 3. Date of Earliest Transaction (Month/Day/Year)
 10/23/2013

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/23/2013		S		674,771	D	$15.51[1]	2,584,990	I	See footnote[2]

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person*   Canaan VII L P   (Last)　　(First)　　(Middle)   285 RIVERSIDE AVENUE, SUITE 250   (Street)   WESTPORT　　CT　　06880   (City)　　(State)　　(Zip)

1. Name and Address of Reporting Person*   Canaan Partners VII LLC   (Last)　　(First)　　(Middle)   285 RIVERSIDE AVENUE, SUITE 250   (Street)   WESTPORT　　CT　　06880   (City)　　(State)　　(Zip)

Explanation of Responses:

1. The Reporting Person sold shares to the underwriters in connection with a registered public offering pursuant to Issuer's Registration Statement on Form S-1 (No. 333-191616).

2. Canaan Partners VII LLC (Canaan VII) is the sole General Partner of Canaan VII L.P. (together with Canaan VII, the "Canaan Entities") and each may be deemed to have sole voting and investment power over the securities held by the Reporting Person. Wende S. Hutton, a manager of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors.

By: Canaan VII L.P., By: Canaan Partners VII LLC, its sole general partner, /s/ Jaime Slocum, Attorney-in-Fact　　10/23/2013

By: Canaan Partners VII LLC, 10/23/2013
it sole general partner, /s/ Jaime
Slocum, Attorney-in-Fact

** Signature of Reporting Person   Date

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

* 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).

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

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 Number.