

Clovis Oncology, Inc.  
Form 3  
March 22, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â KLINGENSTEIN PAUL H                     |         | (Month/Day/Year)                     | Clovis Oncology, Inc. [CLVS]                       |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE EMBARCADERO                           |         |                                      |  |  |
| CENTER, SUITE 4000                        |         |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |                                      |  |  |
| SAN                                       |         |                                      |  |  |
| FRANCISCO,Â CAÂ 94111                     |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

☒ Director    ☐ 10% Owner  
☐ Officer    ☐ Other  
 (give title below)    (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of Shares  |  |  |  |

(Instr. 5)

|                              |       |            |              |         |        |   |                                      |
|------------------------------|-------|------------|--------------|---------|--------|---|--------------------------------------|
| Series A-1 Preferred Stock   | Â (1) | Â (1)      | Common Stock | 174,868 | \$ (1) | I | By Aberdare Ventures IV, L.P.<br>(3) |
| Series A-1 Preferred Stock   | Â (1) | Â (1)      | Common Stock | 3,490   | \$ (1) | I | By Aberdare Partners IV, L.P.<br>(3) |
| Series A-2 Preferred Stock   | Â (1) | Â (1)      | Common Stock | 174,868 | \$ (1) | I | By Aberdare Ventures IV, L.P.<br>(3) |
| Series A-2 Preferred Stock   | Â (1) | Â (1)      | Common Stock | 3,490   | \$ (1) | I | By Aberdare Partners IV, L.P.<br>(3) |
| Series B Preferred Stock     | Â (1) | Â (1)      | Common Stock | 378,503 | \$ (1) | I | By Aberdare Ventures IV, L.P.<br>(3) |
| Series B Preferred Stock     | Â (1) | Â (1)      | Common Stock | 7,554   | \$ (1) | I | By Aberdare Partners IV, L.P.<br>(3) |
| 5% Convertible Note due 2012 | Â (2) | 05/25/2012 | Common Stock | 158,439 | \$ (2) | I | By Aberdare Ventures IV, L.P.<br>(3) |
| 5% Convertible Note due 2012 | Â (2) | 05/25/2012 | Common Stock | 3,162   | \$ (2) | I | By Aberdare Partners IV, L.P.<br>(3) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KLINGENSTEIN PAUL H<br>ONE EMBARCADERO CENTER, SUITE 4000<br>SAN FRANCISCO, CA 94111 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Paul H. Klingenstein 03/22/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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)

## Edgar Filing: Clovis Oncology, Inc. - Form 3

Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock will automatically convert into the Issuer's Common Stock on a 2.9 for 1 basis immediately prior to the closing of the Issuer's initial public offering. The shares have no expiration date.

- (2) The outstanding principal and accrued and unpaid interest on the Convertible Notes shall automatically be converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering at the Issuer's initial public offering price per share.

The Reporting Person is a Managing Director of Aberdare GP IV, L.L.C. ("Aberdare GP IV") which serves as the sole General Partner of Aberdare Ventures IV, L.P. ("Aberdare Ventures IV") and Aberdare Partners IV, L.P. ("Aberdare Partners IV"). As such, the Reporting Person shares voting and investment control over the securities owned by Aberdare Ventures IV and Aberdare Partners IV, and may be deemed to own beneficially the securities held by Aberdare Ventures IV and Aberdare Partners IV. Aberdare GP IV however owns no securities of the Issuer directly. The Reporting Person disclaims beneficial ownership of the shares held by Aberdare Ventures IV and Aberdare Partners IV except to the extent of his proportionate pecuniary interest therein.

(3)

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