

APPLIED GENETIC TECHNOLOGIES CORP

Form 4

April 01, 2014

**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  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carroll Jill

(Last) (First) (Middle)

C/O S.R. ONE, LIMITED, 161  
WASHINGTON STREET, SUITE  
500

(Street)

CONSHOHOCKEN, PA 19428

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

APPLIED GENETIC  
TECHNOLOGIES CORP [AGTC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (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 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	04/01/2014		C	1,885,836 A	<u>(1)</u> 1,885,836	I	By S.R. One Limited (2)
Common Stock	04/01/2014		P(3)	103,762 A	\$ <u>12</u> (3) 1,989,598	I	By S.R. One Limited (2)

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-1 Convertible Preferred Stock	(1)	04/01/2014		C	17,625,289	(1) (4)	Common Stock 503,5
Series B-2 Convertible Preferred Stock	(1)	04/01/2014		C	32,707,070	(1) (4)	Common Stock 934,4
Series B-3 Convertible Preferred Stock	(1)	04/01/2014		C	15,671,969	(1) (4)	Common Stock 447,7

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carroll Jill C/O S.R. ONE, LIMITED 161 WASHINGTON STREET, SUITE 500 CONSHOHOCKEN, PA 19428	X	X		

## Signatures

/s/ Hemmie Chang, attorney-in-fact for Jill Carroll 04/01/2014

\_\_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)

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Each share of convertible preferred stock converted automatically into common stock, on a 1-for-35 basis, upon the closing of the Issuer's initial public offering, and had no expiration date.

Shares are held of record by S.R. One, Limited, an indirect, wholly-owned subsidiary of GlaxoSmithKline PLC. The reporting person is a senior associate at S.R. One, Limited and an employee of GlaxoSmithKline LLC, a wholly-owned subsidiary of GlaxoSmithKline PLC.

- (2) The reporting person disclaims beneficial ownership of all the shares held by S.R. One, Limited and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of her proportionate pecuniary interest therein.
- (3) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.
- (4) Not applicable.

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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