

ACCELERON PHARMA INC
 Form 4
 May 06, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KANIA EDWIN M JR

2. Issuer Name and Ticker or Trading Symbol
ACCELERON PHARMA INC [XLRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2014

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

C/O FLAGSHIP VENTURES, 1 MEMORIAL DRIVE

(Street)

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

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

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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	05/05/2014		S	202,879 D	\$ 42.86 1,000,841	I	See Footnote (1)
Common Stock	05/05/2014		S	12,263 D	\$ 42.86 60,496	I	See Footnote (2)
Common Stock					4,867	D	

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANIA EDWIN M JR C/O FLAGSHIP VENTURES, 1 MEMORIAL DRIVE CAMBRIDGE, MA 02142				X

Signatures

/s/ Edwin M.
Kania, Jr. 05/06/2014

**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).
- Represents shares held by Applied Genomic Technology Capital Fund, L.P. ("AGTC Fund"). NewcoGen Group, Inc. ("NewcoGen Inc.") is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Fund. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. Noubar B. Afeyan, Ph.D. and Mr. Kania are the directors of Flagship Ventures Management, Inc. and, as such, have shared voting and dispositive power over all shares held by AGTC Fund. Each of Mr. Kania and Dr. Afeyan disclaim beneficial ownership over the shares held by AGTC Fund except to the extent of his pecuniary interest therein.
- Represents shares held by AGTC Advisors Fund, L.P. ("AGTC Advisors"). NewcoGen Inc. is the general partner of AGTC Partners, L.P., which is the general partner of AGTC Advisors. NewcoGen Inc. is a wholly-owned subsidiary of Flagship Ventures Management, Inc. Noubar B. Afeyan, Ph.D. and Mr. Kania are the directors of Flagship Ventures Management, Inc. and, as such, have shared voting and dispositive power over all shares held by AGTC Advisors. Each of Mr. Kania and Dr. Afeyan disclaim beneficial ownership over the shares held by AGTC Advisors except to the extent of his pecuniary interest therein.

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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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