

ConforMIS Inc
Form 3
June 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 and Ticker or Trading Symbol	
Â SGR Sagittarius Holding AG		(Month/Day/Year)	ConforMIS Inc [CFMS]	
(Last)	(First)	(Middle)	06/30/2015	
BRUGGLISTRASSE 2			4. Relationship of Reporting Person(s) to Issuer	
(Street)			5. If Amendment, Date Original Filed(Month/Day/Year)	
ALTENDORF,			(Check all applicable)	
SWITZERLANDÂ 8852			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	
			(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

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

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Series B Preferred Stock	Â (1)	Â (1)	Common Stock	557,617	\$ (1)	D	Â
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	178,571	\$ (2)	D	Â
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	1,176,089	\$ (3)	D	Â
Series D Preferred Stock Warrant (right to buy)	Â (4)	Â (4)	Series D Preferred Stock	208,333 (4)	\$ (4)	D	Â
Series D Preferred Stock Warrant (right to buy)	Â (5)	Â (5)	Series D Preferred Stock	208,333 (5)	\$ (5)	D	Â
Series D Preferred Stock Warrant (right to buy)	Â (6)	Â (6)	Series D Preferred Stock	100,000 (6)	\$ (6)	D	Â
Series D Preferred Stock Warrant (right to buy)	Â (7)	Â (7)	Series D Preferred Stock	66,666 (7)	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SGR Sagittarius Holding AG BRUGGLISTRASSE 2 ALTENDORF, SWITZERLAND 8852	Â	Â X	Â	Â

Signatures

/s/ Martin Hess,
Director 06/30/2015

**Signature of Reporting Person Date

/s/ Sonja Frech,
Director 06/30/2015

**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).

The Series B Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as (1) shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

The Series C Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as (2) shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

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- (3) The Series D Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

- (4) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

- (5) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

- (6) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 50,000 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

- (7) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 33,333 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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.