

Clovis Oncology, Inc.
Form 4
June 05, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEA Partners 13, Limited
Partnership

(Last) (First) (Middle)

1954 GREENSPRING
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/03/2013		J(1)		1,139,890	D	\$ 0 2,279,781	I See Note 2 (2)
Common Stock	06/03/2013		J(3)		11,399	A	\$ 0 11,399	D (4)
Common Stock	06/03/2013		J(5)		11,399	D	\$ 0 0	D (4)

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
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SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
NEA Partners 13, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA 13 GP, Ltd 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Louis Citron,
attorney-in-fact

06/05/2013

 **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) New Enterprise Associates 13, Limited Partnership ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,139,890 shares of common stock of the Issuer to its general partner and its limited partners on June 3, 2013.
- (2) The shares are directly held by NEA 13 and are indirectly held by the Reporting Person, the sole general partner of NEA 13, NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of the Reporting Person and each of the individual directors of NEA 13 LTD (the Reporting Person, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, "Directors") together, the "NEA 13 Indirect Reporting Persons"). The Directors of NEA 13 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, David M. Mott, Scott D. Sandell, Ravi Viswanathan and Harry R. Weller. The NEA 13 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended,

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or otherwise of such portion of the NEA 13 shares in which the NEA 13 Indirect Reporting Persons have no pecuniary interest.

- (3) The Reporting Person received 11,399 shares of common stock of the Issuer in the distribution by NEA 13 on June 3, 2013.

The shares are directly held by the Reporting Person and indirectly held by NEA 13 LTD, the sole general partner of the Reporting Person, and the Directors of NEA 13 LTD (NEA 13 LTD and the Directors of NEA 13 LTD together, the "NEA Partners 13 Indirect

- (4) Reporting Persons"). The NEA Partners 13 Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA Partners 13 shares in which the NEA Partners 13 Indirect Reporting Persons have no pecuniary interest.

- (5) The Reporting Person made a pro rata distribution for no consideration of an aggregate of 11,399 shares of common stock of the Issuer to its limited partners on June 3, 2013.

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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