INTERLEUKIN GENETICS INC

Form 4

December 29, 2014

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Weller Harry R

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

INTERLEUKIN GENETICS INC

[ILIU]

(Check all applicable)

(Last) (First) (Middle)

(Zip)

(Month/Day/Year)

3. Date of Earliest Transaction

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

(Month/Day/Year) 12/23/2014

Filed(Month/Day/Year)

1954 GREENSPRING DRIVE, SUITE 600

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

TIMONIUM, MD 21093

(City) (State) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

4. Securities Acquired (A) or 3. Execution Date, if TransactionDisposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature Securities Ownership of Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership or Indirect **Following** (Instr. 4)

Reported (A) or (D) Price

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Common 12/23/2014 Stock

(Instr. 3)

Code V Amount P 19,868,965

0.1003

35,298,087

See Note 1 (1)

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securit (Instr. 3 and 4)	
	Security			Code V	(Instr. 3, 4, and (A)	5) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Common Stock Warrant (right to buy)	\$ 0.1003	12/23/2014		P	19,868,965		12/23/2014	12/23/2021	Common Stock	19,

Reporting Owners

Reporting Owner Name / Address	Relationships						
·F	Director	10% Owner	Officer	Other			
Weller Harry R 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X					

Signatures

/s/ Sasha Keough, attorney-in-fact

**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).

The Reporting Person is a Director of NEA 14 GP, LTD, which is the sole general partner of NEA Partners 14, L.P. ("NEA Partners 14"). NEA Partners 14 is the sole general partner of New Enterprise Associates 14, L.P. ("NEA 14"). NEA 14 is the sole member of Growth

(1) Equity Opportunities Fund III, LLC ("GEO"), the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the Shares held by GEO, except to the extent of his pecuniary interest therein.

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.

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