

ARCA biopharma, Inc.

Form 4

February 17, 2015

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRISTOW MICHAEL R

(Last) (First) (Middle)

**ARCA BIOPHARMA, INC., 11080
CIRCLEPOINT ROAD, SUITE 140**

(Street)

WESTMINSTER, CO 80020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ARCA biopharma, Inc. [ABIO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2015

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)

President and CEO

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	02/12/2015		A	Amount 48,100 (1)	A \$ 0 340,725 (2)	D	
Common Stock					139,082	I	By Investcor Trust as sole Trustee
Common Stock					178,215	I	By NFS Custodian for Michael Bristow's IRA

Edgar Filing: ARCA biopharma, Inc. - Form 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 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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.67	02/12/2015		A	25,900	(3) 02/11/2025	Common Stock	25,900

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRISTOW MICHAEL R ARCA BIOPHARMA, INC. 11080 CIRCLEPOINT ROAD, SUITE 140 WESTMINSTER, CO 80020	X President and CEO

Signatures

/s/ Brian L. Selby,
Attorney-in-Fact 02/17/2015

**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 issued as restricted stock units (an "RSU") under the Issuer's 2013 Equity Incentive Plan (the "Plan"). The RSUs vest in
- (1) three equal annual installments beginning April 2, 2016, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time.
 - (2) Includes 140,034 previously reported shares issued as restricted stock units under the Plan and 152,591 previously reported shares of common stock held directly.
 - (3)

Edgar Filing: ARCA biopharma, Inc. - Form 4

Grant to the Reporting Person of a stock option under the Plan, vesting in 36 equal monthly installments from the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

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.