GAP INC Form 4 June 30, 2017

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

(Print or Type Responses)

1(b).

(Last)

1.Title of

Security

(Instr. 3)

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

1. Name and Address of Reporting Person *

FISHER ROBERT J

(First) (Middle)

TWO FOLSOM ST

(Street)

2. Issuer Name and Ticker or Trading

Symbol

GAP INC [GPS] 3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

Person

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

(City) (State) (Zip)

SAN FRANCISCO, CA 94105-1205

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Securities Beneficially Owned Following Reported

5. Amount of

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Dividend Equivalent Rights (1)	\$ 0	06/30/2017	A		584.8892		(2)	(3)	Common Stock	584.889
Stock Units (4)	\$ 0	06/30/2017	A		7,276		(5)	(3)	Common Stock	7,276

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FISHER ROBERT J							
TWO FOLSOM ST	X	X					
SAN FRANCISCO, CA 94105-1205							

Signatures

By: Marie Ma, Power of Attorney For: Robert J.

Fisher 06/30/2017

**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) Each dividend equivalent right is the economic equivalent of one share of Gap Inc. common stock.
- The dividend equivalent rights accrued on stock units originally granted on June 30, 2014, June 30, 2015 and June 30, 2016 and are immediately vested. Vested shares are delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon cessation of service as a member of the Board, if earlier.
- (3) Not applicable.
- (4) Each stock unit represents a contingent right to receive one share of Gap Inc. common stock.
- (5) Each stock unit is immediately vested. However, delivery of the shares is deferred until three years from the date of grant, unless further deferred, or immediately upon cessation of service as a member of the Board, if earlier.

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. EACH7 SOLE DISPOSITIVE

POWER:REPORTING PERSON 347,101(2) WITH:**8** SHARED DISPOSITIVE POWER: 0 **9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 347,101(2) **10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE

INSTRUCTIONS): o 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0.9% 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS): PN

(2) Includes 12,620 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.

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Reporting Owners 2

9

NAMES OF REPORTING PERSONS: MPM Asset Management Investors 2000A LLC 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware SOLE VOTING POWER: 5 NUMBER OF 26,386(3) **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 0 **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 26,386(3) WITH: SHARED DISPOSITIVE POWER: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

26,386(3)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

O

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

1 YPE OF REPORTING PERSON (SEE INSTRUCTIONS):

00

(3) Includes 1,213 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005. Page 4 of 19

NAMES OF REPORTING PERSONS: MPM BioVentures II-QP, L.P. 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware SOLE VOTING POWER: 5 NUMBER OF 130,880 **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 0 **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 130,880 WITH: SHARED DISPOSITIVE POWER: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

130,880

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

0.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

OO

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NAMES OF REPORTING PERSONS: MPM BioVentures II, L.P. 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware SOLE VOTING POWER: 5 14,444 NUMBER OF **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 0 **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 14,444 WITH: SHARED DISPOSITIVE POWER: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

14,444

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

0.04%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

9

NAMES OF REPORTING PERSONS: MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Germany SOLE VOTING POWER: 5 46,089 NUMBER OF **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 0 **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 46,089 WITH: SHARED DISPOSITIVE POWER: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

46,089

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

9

NAMES OF REPORTING PERSONS: MPM Asset Management Investors 2001 LLC 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware SOLE VOTING POWER: 5 2,715 NUMBER OF **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 0 **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 2,715 WITH: SHARED DISPOSITIVE POWER: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

2,715

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

0.01%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

OO

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9

NAMES OF REPORTING PERSONS: MPM Founders LLC 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware SOLE VOTING POWER: 5 41,146 NUMBER OF **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 0 **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 41,146 WITH: SHARED DISPOSITIVE POWER: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

41,146

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

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9

NAMES OF REPORTING PERSONS: Ansbert Gadicke 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware SOLE VOTING POWER: 5 NUMBER OF 10,000(4) **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 5,722,096(5) **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 10,000(4) WITH: SHARED DISPOSITIVE POWER: 8 5,722,096(5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,722,096(4)(5)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

14.7%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

IN

- (4) Includes 10,000 shares issuable upon exercise of options within 60 days of December 31, 2005.
- (5) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. (BB BioVentures), 334,481 by MPM BioVentures Parallel Fund, L.P. (MPM Parallel), 25,173 by MPM Asset Management Investors 2000A LLC (MPM Asset), 130,880 by MPM BioVentures II-QP, L.P. (BV QP), 14,444 by MPM BioVentures II, L.P. (BV II), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG (BV KG), 2,715 by MPM Asset Management Investors 2001 LLC (Asset 2001) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. (BAB BV), BAB BioVentures NV and MPM BioVentures I LLC (BioVentures LLC) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. (BioVentures LP) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset Management II, L.P. (AM II GP) and MPM Asset Management II LLC (AM II LLC) are the direct and indirect general partners of BV QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC. Page 10 of 19

9

NAMES OF REPORTING PERSONS: Luke Evnin 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): 2 (a) o (b) þ SEC USE ONLY: 3 CITIZENSHIP OR PLACE OF ORGANIZATION: 4 Delaware **SOLE VOTING POWER:** 5 NUMBER OF 0 **SHARES** SHARED VOTING POWER: BENEFICIALLY OWNED BY 5,722,096(5) **EACH** SOLE DISPOSITIVE POWER: 7 REPORTING **PERSON** 0 WITH: SHARED DISPOSITIVE POWER: 8 5,722,096(5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

5,722,096(5)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

14.7%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

IN

(5) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. (BB BioVentures), 334,481 by MPM BioVentures Parallel Fund, L.P. (MPM Parallel), 25,173 by MPM Asset Management Investors 2000A LLC (MPM Asset), 130,880 by MPM BioVentures II-QP, L.P. (BV QP), 14,444 by MPM BioVentures II, L.P. (BV II), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG (BV KG), 2,715 by MPM Asset Management Investors 2001 LLC (Asset 2001) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. (BAB BV), BAB BioVentures NV and MPM BioVentures I LLC (BioVentures LLC) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. (BioVentures LP) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset. MPM Asset Management II, L.P. (AM II GP) and MPM Asset Management II LLC (AM II LLC) are the direct and indirect general partners of BV QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC. Page 11 of 19

Item 1.

(a) Name of Issuer

Viacell, Inc.

(b) Address of Issuer s Principal Executive Offices

245 First Street

Cambridge, MA 02142

Item 2.

(a) Name of Person Filing

BB BioVentures, LP

MPM BioVentures Parallel Fund, LP

MPM Asset Management Investors 2000A LLC

MPM BioVentures II-QP, L.P

MPM BioVentures II, L.P.

MPM Asset Management Investors 2001 LLC

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

MPM Founders LLC

Ansbert Gadicke

Luke Evnin

(b) Address of Principal Business Office or, if none, Residence

c/o MPM Capital L.P.

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, MA 02116

(c) Citizenship

All entities were organized in Delaware, except MPM BioVentures GmbH & Co

Parallel-Beteiligungs KG which was

organized in Germany. All individuals are United States citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

92554J105

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable