SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Funder Joshua			2. Date of Event Requiring Statement (Month/Day/Year) 01/29/2014		3. Issuer Name and Ticker or Trading Symbol <u>Celladon Corp</u> [CLDN]					
(Last) (First) (Middle) 12760 HIGH BLUFF DRIVE, STE 240					4. Relationship of Reporting P (Check all applicable) X Director	erson(s) to Issuer 10% Owner	(Mon	Amendment, Da th/Day/Year)	te of Original Filed	
					Officer (give title below)	Other (spec	ify 6. Inc	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						below)	· · ·	X Form filed by One Reporting Person		
SAN DIEGO	CA	92130						Form filed by Reporting Pe	y More than One erson	
(City)	(State)	(Zip)								
			Table I - N	Ion-Deriva	ative Securities Benefic	ially Owned				
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect (I (Instr. 5)	t (D) (Instr. 5)		Beneficial Ownership	
			Table II	- Derivati	ve Securities Beneficial	ly Owned				
1		(rants, options, convertil		;)			
1. Title of Deriva	tive Security (Ins			c alls, war i cisable and ate		ole securities	4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
1. Title of Deriva	tive Security (In		e.g., puts, o 2. Date Exerc Expiration D	c alls, war i cisable and ate	rants, options, convertil 3. Title and Amount of Securi	ole securities	4. Conversion	Ownership	Beneficial Ownership	
1. Title of Deriva		str. 4)	e.g., puts, o 2. Date Exerc Expiration Da (Month/Day/) Date	calls, warn tisable and ate (ear) Expiration	rants, options, convertil 3. Title and Amount of Securi Derivative Security (Instr. 4)	ties Underlying	4. Conversion or Exercise Price of Derivative	Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
	nvertible Prefer	str. 4) red Stock	e.g., puts, o 2. Date Exerc Expiration Da (Month/Day/) Date Exercisable	calls, warn cisable and ate (ear) Expiration Date	rants, options, convertil 3. Title and Amount of Securi Derivative Security (Instr. 4) Title	Die securities ties Underlying Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership (Instr. 5) GBS Bioventures	
Series A-1 Cor	nvertible Prefer omissory Note	str. 4) red Stock s	e.g., puts, o 2. Date Exercised Expiration Date (Month/Day/) Date Exercisable	calls, warn cisable and ate (ear) Expiration Date	rants, options, convertil 3. Title and Amount of Securi Derivative Security (Instr. 4) Title Common Stock	Amount or Number of Shares 943,798 ⁽²⁾	4. Conversion or Exercise Price of Derivative Security 0.00 ⁽¹⁾	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership (Instr. 5) GBS Bioventures IV ⁽³⁾ GBS Bioventures	

Explanation of Responses:

1. The shares of Series A-1 Preferred Stock have no expiration date and are convertible at any time at the election of the holder. Each share of Series A-1 Preferred Stock will automatically convert on a one-forone basis into shares of common stock upon the closing of the Issuer's initial public offering.

2. Share numbers assume or give effect to the 1-for-12.49 reverse stock split of the Issuer's Common Stock effected on October 25, 2013, which will be effective for the Preferred Stock upon its conversion to Common Stock immediately prior to the closing of the Issuer's Initial Public Offering

3. Shares held by GBS Bioventures IV. The Reporting Person shares voting and investment power with respect to the shares held by GBS Bioventures IV and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

4. Principal that, together with accrued interest, will convert immediately prior to the closing of the Issuer's initial public offering into shares of Common Stock at a conversion price equal to the public offering price of the Common Stock sold in the Issuer's initial public offering.

5. The shares subject to the option vest 1/36th per month beginning one month after January 29, 2014 (the "Vesting Commencement Date") and continue thereafter until the option shall be fully vested and exercisable on the three year anniversary of the Vesting Commencement Date.

Remarks:

/s/ Rebecque Laba, Attorney-

<u>in-fact</u>

01/29/2014

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY Know all by these presents, that the undersigned hereby constitutes and appoints each of Krisztina M. Zsebo, Rebecque J. Laba and Fredrik Wiklund of Celladon Corporation (the "Company"), signing individually, the undersigned's true and lawful attorney-in fact and agent to: (1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of November, 2013. /s/ Joshua Funder Joshua Funder