

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Foley Todd</u> (Last) (First) (Middle) <u>C/O MPM ASSET MANAGEMENT</u> <u>200 CLARENDON STREET, 54TH FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Celladon Corp [CLDN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/04/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/04/2014		C		943,797 ⁽¹⁾	A	(2)	943,797	I	See Footnote ⁽¹⁾
Common Stock	02/04/2014		C		11,370 ⁽³⁾	A	\$8	955,167	I	See Footnote ⁽⁴⁾
Common Stock	02/04/2014		P		111,608 ⁽⁵⁾	A	\$8	1,066,775	I	See Footnote ⁽⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A-1 Convertible Preferred Stock	(2)	02/04/2014		C			11,788,047	(7)	(8)	Common Stock	943,797	\$0.00	0	I	See Footnote ⁽⁹⁾
Convertible Promissory Notes	\$8	02/04/2014		C			11,370	(3)	(3)	Common Stock	11,370	\$8	0	I	See Footnote ⁽¹⁰⁾
Warrant to Purchase Series A-1 Preferred Stock-Right to Buy	\$0.449	02/04/2014		C ⁽¹¹⁾			218,806	10/15/2013	10/15/2018	Series A-1 Preferred Stock	218,806	\$0.00	0	I	See Footnote ⁽¹²⁾
Warrant to Purchase Common Stock-Right to Buy	\$5.61	02/04/2014		C ⁽¹¹⁾			17,517	10/15/2013	10/15/2018	Common Stock	17,517	\$0.00	17,517	I	See Footnote ⁽¹³⁾

Explanation of Responses:

1. The shares are held as follows: 884,566 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 34,078 by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV IV KG") and 25,153 by MPM Asset Management Investors BV4 LLC ("AM BV4"). MPM BioVentures IV GP LLC and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP and BV IV KG and BV LLC is the manager of AM BV4. The Reporting Person is a member of BV LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
2. Each share of Series A-1 Preferred Stock automatically converted into 0.080064 of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering ("IPO"). The shares had no expiration date.
3. Represent the conversion of outstanding promissory notes in the principal amount of \$89,313.48, plus interest accrued at 6% per annum, which became convertible at \$8.00 per share, and simultaneously automatically converted into shares of the Issuer's Common Stock, upon the closing of the IPO. The principal amount of the notes were held as follows: \$83,708.25 by BV IV QP, \$3,224.93 by BV IV KG and \$2,380.30 by AM BV4 and the principal and interest converted into the following shares of Common Stock: 10,657 by BV IV QP, 410 by BV IV KG and 303 by AM BV4.
4. The shares are held as follows: 895,223 by BV IV QP, 34,488 by BV IV KG and 25,456 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
5. The shares were purchased as follows: 104,603 by BV IV QP, 4,030 by BV IV KG and 2,975 by AM BV4.
6. The shares are held as follows: 999,826 by BV IV QP, 38,518 by BV IV KG and 28,431 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
7. Immediately.
8. Not applicable.
9. The shares of Series A-1 Preferred Stock were held as follows: 11,048,241 by BV IV QP, 425,642 by BV IV KG and 314,164 by AM BV4.
10. The principal and interest converted into the following shares of Common Stock: 10,657 by BV IV QP, 410 by BV IV KG and 303 by AM BV4.
11. Represents the automatic conversion of warrants to purchase Series A-1 Preferred Stock into warrants to purchase Common Stock on a 1-for-12.49 basis upon the closing of the IPO.
12. The warrants were held as follows: 205,075 by BV IV QP, 7,900 by BV IV KG and 5,831 by AM BV4.
13. The warrants are held as follows: 16,419 by BV IV QP, 632 by BV IV KG and 466 by AM BV4. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest

therein.

Remarks:

[/s/ Todd Foley](#)

[02/06/2014](#)

** 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 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).

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.