SEC Form 4

**FORM 4**

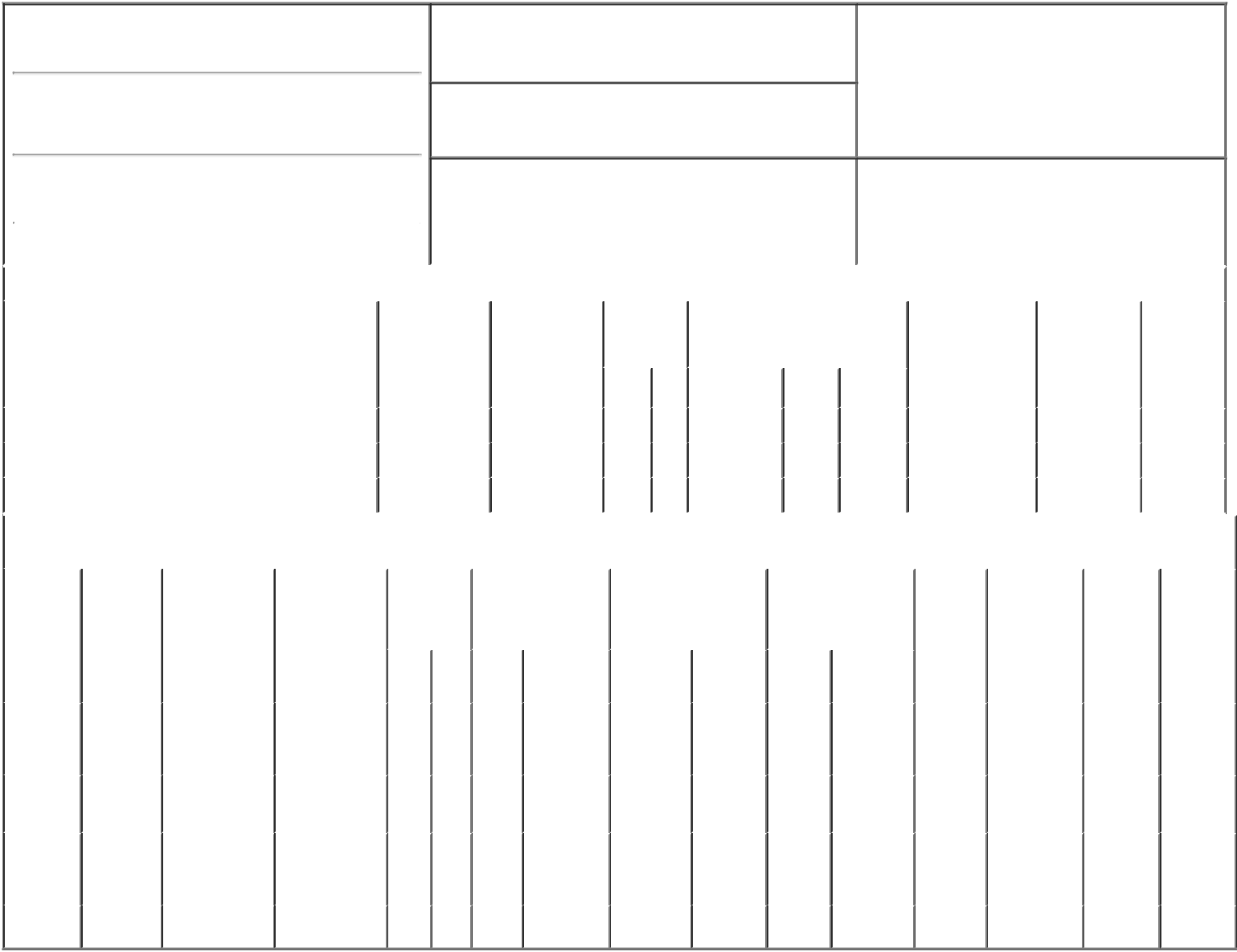
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[PFIZER INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000078003)

(Last) (First) (Middle)

235 E. 42ND STREET

2. Issuer Name **and** Ticker or Trading Symbol

[Celladon Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001305253) [ CLDN ]

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

02/04/2014

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | (Street) | |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | | | | |  |
|  |  | NEW YORK | | NY | | 10017 |  |  |  |  |  |  |  |  | X |  | Form filed by One Reporting Person | | | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting Person | | | | | | | |  |
|  |  | (City) |  | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | |  |  | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  | | | | |  |  |  | |  |  |  |  | | |  |  |  |  | |  | |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | | |  | **2. Transaction** | | |  | **2A. Deemed** | **3.** | **4. Securities Acquired (A) or** | | | **5. Amount of** | |  | **6. Ownership** | | **7. Nature of** | | | |  |
|  |  |  |  |  |  |  | **Date** | | |  | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | **Securities** | |  | **Form: Direct** | | **Indirect** | | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | **if any** | **Code (Instr.** |  |  |  | **Beneficially Owned** | | | **(D) or Indirect** | | **Beneficial** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  | **Following Reported** | | | **(I) (Instr. 4)** | | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | | |  |  | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | **(Instr. 3 and 4)** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  |  |  | 02/04/2014 | | |  |  | C | 1,544,397 | A | (1) | 1,544,397 | | |  | D |  |  |  |  |  |
|  |  | | |  |  |  |  |  | |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |
|  | Common Stock | | |  |  |  | 02/04/2014 | | |  |  | C | 23,145(2) | A | $8 | 1,567,542 | | |  | D |  |  |  |  |  |
|  | Common Stock | | |  |  |  | 02/04/2014 | | |  |  | P | 227,261(3) | A | $8 | 1,794,803 | | |  | D |  |  |  |  |  |
|  |  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  | |  | |  | |  |  |  | |  |  |  | | |  |
|  | **1. Title of** | | **2.** |  | **3. Transaction** | **3A. Deemed** | **4.** | |  | **5. Number of** | | **6. Date Exercisable and** | | **7. Title and Amount of** | |  | **8. Price of** | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | | **Date** | **Execution Date,** |  | **Transaction** | | **Derivative Securities** | | **Expiration Date** | | **Securities Underlying** | |  | **Derivative** | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** | | **Acquired (A) or** | | **(Month/Day/Year)** | | **Derivative Security** | |  | **Security** | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  |  | **(Month/Day/Year)** | **8)** | |  | **Disposed of (D)** | |  |  | **(Instr. 3 and 4)** | |  | **(Instr. 5)** | **Beneficially** | | **Direct (D)** |  | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  | **(Instr. 3, 4 and 5)** | |  |  |  |  |  |  | **Owned** |  | **or Indirect** | | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** |  |  | **Reported** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  | **Number of** |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  | **(Instr. 4)** |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series A-1 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Convertible | | (1) |  | 02/04/2014 |  |  | C | |  | 19,289,531(1) | (1) | (1) | Common | 1,544,397 | $0.00 | | 0 |  | D |  |  |  |  |  |
|  | Preferred | |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Convertible | | $8(2) |  |  |  |  |  |  |  |  | (2) | (2) | Common | 23,145 |  |  |  |  |  |  |  |  |  |  |
|  | Promissory | |  | 02/04/2014 |  |  | C | |  | 23,145 | $8 | | 0 |  | D |  |  |  |  |  |
|  |  |  |  |  | Stock |  |  |  |  |  |  |
|  | Notes | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series A-1 | |  |  |  |  |  |  |  |  |  |  |  | Series A- |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | C(4) | |  |  |  |  | 1 | 532,818 |  |  |  |  |  |  |  |  |  |  |
|  | Preferred | | $0.449 |  | 02/04/2014 |  |  |  | 532,818 | 10/15/2013 | 10/15/2018 | $0.00 | | 0 |  | D |  |  |  |  |  |
|  | Warrants | |  |  |  |  |  |  |  |  |  |  |  | Preferred |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  | |  | |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common | | $5.61 |  | 02/04/2014 |  |  | C(4) | | 42,659 | | 10/15/2013 | 10/15/2018 | Common | 42,659 | $0.00 | | 42,659 | | D |  |  |  |  |  |
|  | Warrants | |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Every 12.49 shares of Series A-1 Preferred Stock automatically converted into 1 share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering. The shares have no expiration date.
2. Automatic conversion, in connection with the Issuer's initial public offering, of convertible promissory notes, including principal and accrued interest.
3. The shares were purchased at the Issuer's initial public offering.
4. Represents the automatic conversion of Series A-1 Preferred Warrants into Common Stock Warrants on a 1-for-12.49 basis upon the closing of the Issuer's initial public offering.

**Remarks:**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| /s/ Susan Grant, Assistant |  | |  | 02/06/2014 |  |  |
| Secretary on behalf of Pfizer Inc. | |  |  |  |  |
|  |  |
| \*\* 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.**