

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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



OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Lundbeckfond Invest A/S</u> (Last) (First) (Middle) <u>SCHERFIGSVEJ 7</u> (Street) <u>COPENHAGEN G7 DK-2100</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) Director <input checked="" type="checkbox"/> 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		1,544,397	A	(1)	1,544,397	D	
Common Stock	02/04/2014		C		18,605(2)	A	\$8	1,563,002	D	
Common Stock	02/04/2014		P		182,681(3)	A	\$8	1,745,683	D	

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	(1)	02/04/2014		C			19,289,531 ⁽¹⁾	(1)	(1)	Common Stock	1,544,397	\$0.00	0	D	
Convertible Promissory Notes	\$8 ⁽²⁾	02/04/2014		C			18,605	(2)	(2)	Common Stock	18,605	\$8	0	D	
Series A-1 Preferred Warrants	\$0.449	02/04/2014		C ⁽⁴⁾			358,049	10/15/2013	10/15/2018	Series A-1 Preferred Stock	358,049	\$0.00	0	D	
Common Warrants	\$5.61	02/04/2014		C ⁽⁴⁾		28,666		10/15/2013	10/15/2018	Common Stock	28,666	\$0.00	28,666	D	

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/ Johan Kordel, Senior Partner
Lundbeckfond Ventures 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.

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