SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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

				000000000000000000000000000000000000000	of the investment company Act t	5, 1040			
1. Name and Address of Reporting Person* <u>Enterprise Partners Management</u> <u>LLC</u>			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)					4. Relationship of Reporting P (Check all applicable) Director	verson(s) to Issuer X 10% Owne	(M	5. If Amendment, Date of Original Filed (Month/Day/Year)	
2223 AVENIDA DE LA PLAYA, STE 104					Officer (give title below)	Other (spec below)	· · · ·	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person	
(Street) LA JOLLA CA 92037					Delowy				
(City)	(State)	(Zip)							
			Table I - N	Non-Deriva	ative Securities Benefic	-			
1. Title of Security (Instr. 4)						t (D) (Ins	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					417,259	I		entities affiliat tners ⁽¹⁾	ed with Enterprise
		(ve Securities Beneficial rants, options, convertil		5)		
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securi Derivative Security (Instr. 4)	ities Underlying	4. Conversio or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock		(2)	(2)	Common Stock	926,621 ⁽³⁾	0.00 ⁽²⁾	I	By entities affiliated with Enterprise Partners ⁽¹⁾⁽²⁾	
Junior Convertible Preferred Stock			(4)	(4)	Common Stock	459,668 ⁽³⁾	0.00(4)	I	By entities affiliated with Enterprise Partners ⁽⁴⁾
Convertible Promissory Notes			(5)	(5)	Common Stock	\$106,478.92	(5)	I	By entities affiliated with Enterprise Partners ⁽⁵⁾
Series A-1 Preferred Warrants			10/15/2013	10/15/2018	Series A-1 Preferred Stock	20,883 ⁽³⁾	5.61 ⁽⁶⁾	I	By entities affiliated with Enterprise Partners ⁽⁷⁾
	dress of Reporting Partners Ma	g Person [*] nagement LLC	2						
(Last) (First) (Middle) 2223 AVENIDA DE LA PLAYA, STE 104									
(Street) LA JOLLA									
(City)	/) (State) (Zip)								
	dress of Reporting Partners Lig	g Person [*] J <u>uidating Trust</u>	V						
(Last) (First) (Middle) 2223 AVENIDA DE LA PLAYA, STE 205									
(Street) LA JOLLA CA 92037									

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] Enterprise Partners Liquidating Trust VI							
(Last) 2223 AVENIDA D	(First) E LA PLAYA, STE 2	(Middle) 05					
(Street) LA JOLLA	CA	92037					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Shares held as follows: 198,405 by Enterprise Partners Liquidating Trust V, L.P.; 210,279 by Enterprise Partners Liquidating Trust VI, L.P.; and 8,575 by Enterprise Partners Management, LLC.

2. The shares of Series A-1 Prefered 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. The shares are held as follows: 405,973 by Enterprise Partners Liquidating Trust V, L.P; 510,034 by Enterprise Partners Liquidating Trust VI, L.P.; and 10,614 by Enterprise Partners Management, LLC.

3. 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

4. The shares of Junior Preferred Stock have no expiration date and are convertible at any time at the election of the holder. Each share of Junior Preferred Stock will automatically convert on a one-for-one basis into shares of common stock upon the closing of the Issuer's initial public offering. The shares are held as follows: 216,498 by Enterprise Partners Liquidating Trust V, L.P; 233,366 by Enterprise Partners Liquidating Trust VI, L.P.; and 9,804 by Enterprise Partners Management, LLC

5. Consists of 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 as follows: \$43,752.19 by Enterprise Partners Liquidating Trust V, L.P; \$43,752.19 by Enterprise Partners Liquidating Trust VI, L.P; and \$18,974.54 by Enterprise Partners Management, LLC.

6. The exercise price has been adjusted to give effect to the 1-for-12.49 reverse stock split of the Issuer's Common Stock effected on October 25, 2013.

7. Consists of warrants to purchase shares of Series A-1 preferred stock as follows: 8,581 issued to Enterprise Partners Liquidating Trust V, L.P.; 8,581 issued to Enterprise Partners Management, LLC.

Remarks:

 /s/ Carlton J. Eibl, Managing Director
 01/29/2014

 /s/ Carlton J. Eibl, Managing Director of Enterprise Partners
 01/29/2014

 Management LLC, as Trustee
 01/29/2014

 /s/ Carlton J. Eibl, Managing
 01/29/2014

 Director of Enterprise Partners
 01/29/2014

 Management LLC, as Trustee
 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.