

ACCELERON PHARMA INC

Form 4

October 11, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kumar Ravindra

2. Issuer Name **and** Ticker or Trading
Symbol
ACCELERON PHARMA INC
[XLRN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
128 SIDNEY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Chief Scientific Officer

CAMBRIDGE, MA 02139

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____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 Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	10/06/2016		M ⁽¹⁾	7,124 A	\$ 5.28 91,875	D	
Common Stock	10/06/2016		S ⁽¹⁾	14,448 D	\$ 34.31 77,427 (2)	D	
Common Stock	10/06/2016		S ⁽¹⁾	1,561 D	\$ 34.98 75,866 (3)	D	
Common Stock	10/07/2016		M ⁽¹⁾	954 A	\$ 3.88 76,820	D	
	10/07/2016		M ⁽¹⁾	10,984 A	\$ 5.28 87,804	D	

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Common Stock							
Common Stock	10/07/2016	<u>M</u> ⁽¹⁾	1,115	A	\$ 5.28	88,919	D
Common Stock	10/07/2016	<u>M</u> ⁽¹⁾	2,381	A	\$ 7.12	91,300	D
Common Stock	10/07/2016	<u>M</u> ⁽¹⁾	4,210	A	\$ 24.11	95,510	D
Common Stock	10/07/2016	<u>S</u> ⁽¹⁾	19,616	D	\$ 33.37 ⁽⁴⁾	75,894	D
Common Stock	10/07/2016	<u>S</u> ⁽¹⁾	28	D	\$ 34	75,866	D
Common Stock	10/10/2016	<u>M</u> ⁽¹⁾	4,182	A	\$ 7.12	80,048	D
Common Stock	10/10/2016	<u>M</u> ⁽¹⁾	8,101	A	\$ 24.11	88,149	D
Common Stock	10/10/2016	<u>M</u> ⁽¹⁾	4,550	A	\$ 27.97	92,699	D
Common Stock	10/10/2016	<u>S</u> ⁽¹⁾	16,833	D	\$ 34.14 ⁽⁵⁾	75,866	D

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common	\$ 5.28	10/06/2016		<u>M</u> ⁽¹⁾	7,124	<u>(6)</u> 06/07/2022	Common Stock 7,124

Stock

Option to Purchase Common Stock	\$ 3.88	10/07/2016	M ⁽¹⁾	954	⁽⁶⁾	12/02/2020	Common Stock	954
Option to Purchase Common Stock	\$ 5.28	10/07/2016	M ⁽¹⁾	10,984	⁽⁶⁾	12/16/2021	Common Stock	10,984
Option to Purchase Common Stock	\$ 5.28	10/07/2016	M ⁽¹⁾	1,115	⁽⁶⁾	06/07/2022	Common Stock	1,115
Option to Purchase Common Stock	\$ 7.12	10/07/2016	M ⁽¹⁾	2,381	⁽⁶⁾	12/12/2022	Common Stock	2,381
Option to Purchase Common Stock	\$ 24.11	10/07/2016	M ⁽¹⁾	4,210	⁽⁶⁾	12/05/2023	Common Stock	4,210
Option to Purchase Common Stock	\$ 7.12	10/10/2016	M ⁽¹⁾	4,182	⁽⁶⁾	12/12/2022	Common Stock	4,182
Option to Purchase Common Stock	\$ 24.11	10/10/2016	M ⁽¹⁾	8,101	⁽⁶⁾	12/05/2023	Common Stock	8,101
Option to Purchase Common Stock	\$ 27.97	10/10/2016	M ⁽¹⁾	4,550	⁽⁷⁾	03/03/2026	Common Stock	4,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kumar Ravindra 128 SIDNEY STREET CAMBRIDGE, MA 02139			SVP & Chief Scientific Officer	

Signatures

/s/ John D. Quisel, as attorney-in-fact for Ravindra Kumar

10/11/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.84 to \$34.80 inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.82 to \$35.25 inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.00 to \$33.89 inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.42 inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5) to this Form 4.

(5) The options of registrant's common stock vest in equal quarterly installments over the first four years after the grant.

(6) The options of registrant's common stock vest in equal quarterly installments over the four years after January 1, 2016.

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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