

ACCELERON PHARMA INC

Form 4

October 11, 2016

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) _____ Other (specify below)
SVP & Chief Scientific Officer

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/06/2016		M ⁽¹⁾		7,124	A	\$ 5.28
							91,875
Common Stock	10/06/2016		S ⁽¹⁾		14,448	D	\$ 34.31
							77,427
Common Stock	10/06/2016		S ⁽¹⁾		1,561	D	\$ 34.98
							75,866
Common Stock	10/07/2016		M ⁽¹⁾		954	A	\$ 3.88
							76,820
	10/07/2016		M ⁽¹⁾		10,984	A	\$ 5.28
							87,804

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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 <u>(4)</u>	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 <u>(5)</u>	75,866	D

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

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

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

(7) 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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