

ACCELERON PHARMA INC
 Form 4
 November 14, 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 *
 Knopf John L

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)
 11/09/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

CAMBRIDGE, MA 02139

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

(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 (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 | 11/09/2016 | | M ⁽¹⁾ | | 31,543 | A | \$ 5.88 245,627 | D |
| Common Stock | 11/09/2016 | | M ⁽¹⁾ | | 37,500 | A | \$ 5.28 283,127 | D |
| Common Stock | 11/09/2016 | | M ⁽¹⁾ | | 9,375 | A | \$ 5.28 292,502 | D |
| Common Stock | 11/09/2016 | | M ⁽¹⁾ | | 15,976 | A | \$ 5.28 308,478 | D |
| Common Stock | 11/09/2016 | | M ⁽¹⁾ | | 5,606 | A | \$ 5.08 314,084 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|---------|---|--------------------|---------|---|
| Common Stock | 11/09/2016 | | S ⁽¹⁾ | 100,000 | D | \$ 32.19 (2) | 214,084 | D |
|--------------|------------|--|------------------|---------|---|--------------------|---------|---|

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

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 control number.

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 5.88 | 11/09/2016 | | M ⁽¹⁾ | 31,543 | ⁽³⁾ 02/04/2020 | Common Stock 31,543 |
| Option to Purchase Common Stock | \$ 5.28 | 11/09/2016 | | M ⁽¹⁾ | 37,500 | ⁽³⁾ 12/16/2021 | Common Stock 37,500 |
| Option to Purchase Common Stock | \$ 5.28 | 11/09/2016 | | M ⁽¹⁾ | 9,375 | ⁽⁴⁾ 11/13/2022 | Common Stock 9,375 |
| Option to Purchase Common Stock | \$ 5.28 | 11/09/2016 | | M ⁽¹⁾ | 15,976 | ⁽⁴⁾ 11/13/2022 | Common Stock 15,976 |
| Option to Purchase Common Stock | \$ 5.08 | 11/09/2016 | | M ⁽¹⁾ | 5,606 | ⁽³⁾ 03/27/2018 | Common Stock 5,606 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knopf John L 128 SIDNEY STREET CAMBRIDGE, MA 02139 | X | | CEO and President | |

Signatures

/s/ John D. Quisel, as attorney-in-fact for John L.
Knopf

11/14/2016

__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 \$32.00 to \$32.98, 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.
 - (3) The options of registrant's common stock vested in equal quarterly installments over the first four years after the grant.
 - (4) The options of registrant's common stock vested over three years, with the first vesting three months after the achievement of the appropriate performance trigger. If the performance trigger was not achieved, the options vested on the four year anniversary of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.