

APPLIED GENETIC TECHNOLOGIES CORP
 Form 3
 March 26, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â INTERWEST PARTNERS VIII LP</p> <p>(Last) (First) (Middle)</p> <p>C/O INTERWEST PARTNERS,Â 2710 SAND HILL ROAD, SUITE 200</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/26/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>APPLIED GENETIC TECHNOLOGIES CORP [AGTC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p>	<p>4. Conversion or Exercise Price of Derivative</p>	<p>5. Ownership Form of Derivative Security:</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	690,699	\$ (1)	I	See footnote (2)
Series B-1 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	183,126	\$ (3)	I	See footnote (4)
Series B-2 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	339,825	\$ (3)	I	See footnote (5)
Series B-3 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	162,830	\$ (3)	I	See footnote (6)
Series B-1 Warrant (Right to Buy)	Â (3)(7)	05/02/2017	Series B Convertible Preferred Stock	416,361 (3)	\$ 0.1297	I	See footnote (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTERWEST PARTNERS VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
InterWest Management Partners VIII, LLC C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
INTERWEST INVESTORS VIII L P C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
INTERWEST INVESTORS Q VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
GIANOS PHILIP T C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
Kliman Gilbert H C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â

Holmes W Stephen
 C/O INTERWEST PARTNERS
 2710 SAND HILL ROAD, SUITE 200
 MENLO PARK, CA 94025

Â Â X Â Â

CASH HARVEY B
 C/O INTERWEST PARTNERS
 2710 SAND HILL ROAD, SUITE 200
 MENLO PARK, CA 94025

Â Â X Â Â

Signatures

/s/ W. Stephen Holmes, Managing Director	03/26/2014
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	03/26/2014
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	03/26/2014
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	03/26/2014
**Signature of Reporting Person	Date
/s/ Philip T. Gianos by Karen A. Wilson, Power of Attorney	03/26/2014
**Signature of Reporting Person	Date
/s/ Gilbert H. Kliman by Karen A. Wilson, Power of Attorney	03/26/2014
**Signature of Reporting Person	Date
/s/ W. Stephen Holmes	03/26/2014
**Signature of Reporting Person	Date
/s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney	03/26/2014
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- Each share of Series A-1 Convertible Preferred Stock is convertible into shares of Common Stock and will automatically convert
- (1) 1-for-16.62 basis upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These securities are held as follows: 666,318 by InterWest Partners VIII, LP ("IW8"), 5,318 by InterWest Investors VIII, LP ("II8") and 19,063 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.
- Each share of Series B-1, B-2 and B-3 Convertible Preferred Stock is convertible into Common Stock and will automatically convert
- (3) 1-for-35 basis upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- (4)

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These securities are held as follows: 176,662 by IW8, 1,410 by II8 and 5,054 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (5) These securities are held as follows: 327,830 by IW8, 2,616 by II8 and 9,379 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (6) These securities are held as follows: 157,083 by IW8, 1,253 by II8 and 4,494 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (7) The Series B-1 Warrant is exercisable for shares of Series B-1 convertible preferred stock at any time until the expiration of the warrant at the holder's election.

- (8) These securities are held as follows: 401,663 by IW8, 3,206 by II8 and 11,492 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

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Remarks:

ExhibitÂ List

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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