

ACCELERON PHARMA INC

Form 4

November 21, 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 *
MCGUIRE TERRANCE

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2016

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

ONE MARINA PARK DRIVE,
SUITE 1100

(Street)

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

BOSTON, MA 02210

(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 or Price | | | | |
| Common Stock | 11/17/2016 | | J ⁽¹⁾ | | 693,020 ⁽²⁾ | D | \$ 0 605,133 ⁽³⁾ | I | See Footnote ⁽⁴⁾ |
| Common Stock | 11/18/2016 | | J ⁽⁵⁾ | | 6,980 ⁽⁵⁾ | D | \$ 0 598,153 ⁽⁶⁾ | I | See Footnote ⁽⁴⁾ |
| Common Stock | 11/18/2016 | | J ⁽⁵⁾ | | 1,624 | A | \$ 0 1,624 | 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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGUIRE TERRANCE ONE MARINA PARK DRIVE, SUITE 1100 BOSTON, MA 02210 | | X | | |

Signatures

/s/ Mary Blair, Attorney in-Fact for Terrance McGuire
11/21/2016

**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) Represents a pro rata distribution, and not a purchase or sale, without additional consideration by Polaris Venture Partners IV, L.P. ("PVP IV") and Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV" and, together with PVP IV, the "Funds") to their respective limited partners. In addition, in connection with the above mentioned distribution, each of, PVP IV distributed 6,850 shares and PVPE IV distributed 130 shares to Polaris Venture Management Co. IV, L.L.C. ("PVM IV"). The distribution of these 6,980 shares by PVP IV and PVPE IV to PVM IV is an exempt transaction and not reported in column 4 because the transaction merely reflected a change in the beneficial ownership of those shares.
 - (2) Represents 680,269 shares distributed by PVP IV to its limited partners and 12,751 shares distributed by PVPE IV to its limited partners.
 - (3) Represents 586,056 shares, 10,102 shares, and 8,975 shares directly owned by PVP IV, PVPE IV and PVM IV, respectively.

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- (4) The Reporting Person is a managing member of PVM IV, the general partner of each of PVP IV and PVPE IV. The Reporting Person disclaims beneficial ownership of the Funds' and PVM IV's securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest, if any, therein.
- (5) Represents a pro rata distribution, and not a purchase or sale, without additional consideration by PVM IV to its members and assignees.
- (6) Represents 586,056 shares, 10,102 shares, and 1,995 shares directly owned by PVP IV, PVPE IV and PVM IV, respectively.

Remarks:

Exhibit 24 - Power of Attorney

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.