

BELLICUM PHARMACEUTICALS, INC

Form 4

December 23, 2014

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 *
McGuyer Investments Ltd.

2. Issuer Name and Ticker or Trading Symbol
BELLICUM
PHARMACEUTICALS, INC
[BLCM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2014

11007 WICKWOOD DRIVE
(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

HOUSTON, TX 77024
(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/23/2014 | | C | | 298,434 (1) | A | (2) 445,492 D |
| Common Stock | 12/23/2014 | | C | | 1,227,132 (1) | A | (3) 1,672,624 D |
| Common Stock | 12/23/2014 | | C | | 301,842 (1) | A | (4) 1,974,466 D |
| Common Stock | 12/23/2014 | | C | | 196,197 (1) | A | (4) 2,170,663 D |
| Common Stock | 12/23/2014 | | J | (5) | 44,735 | A | \$ 0 2,215,398 D |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (2) | 12/23/2014 | | C | 507,339 | (2) (2) | Common Stock | 298,4 (1) | |
| Series B Convertible Preferred Stock | (3) | 12/23/2014 | | C | 2,086,125 | (3) (3) | Common Stock | 1,227, (1) | |
| Series C Convertible Preferred Stock | (4) | 12/23/2014 | | C | 513,133 | (4) (4) | Common Stock | 301,8 (1) | |
| Series C Convertible Preferred Stock | (4) | 12/23/2014 | | C | 333,536 | (4) (4) | Common Stock | 196,1 (1) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| McGuyer Investments Ltd. 11007 WICKWOOD DRIVE HOUSTON, TX 77024 | | | X | |

Signatures

By: /s/ Frank B. McGuyer, Managing General Partner

12/23/2014

__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) Reflects 1.7-for-1 reverse stock split which became effective on December 5, 2014.
- (2) The Series A Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.
- (3) The Series B Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.
- (4) The Series C Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.

- On December 4, 2014, the Board of Directors of the Issuer declared a dividend payable to all holders of records of the Series B Convertible Participating Preferred Stock of the Issuer on December 16, 2014, payable in the form of cash or in shares of Common Stock of the Issuer, at the option of each holder. The dividends occurred in connection with the closing of the Issuer's public offering. The Reporting Person elected to receive the shares of Common Stock.
- (5)

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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