

CHIMERIX INC

Reported by

**ALTA BIOPHARMA PARTNERS III GMBH & CO
BETEILIGUNGS KG**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/16/13 for the Period Ending 04/16/13

Address	2505 MERIDIAN PARKWAY, SUITE 340 DURHAM, NC 27713
Telephone	919.806.1074
CIK	0001117480
Symbol	CMRX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Conglomerates
Sector	Conglomerates
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[X] 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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * ALTA BIOPHARMA PARTNERS III LP (Last) (First) (Middle) ONE EMBARCADERO CENTER, 37TH FLOOR (Street) SAN FRANCISCO, CA 94111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CHIMERIX INC [CMRX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Stockholder
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/16/2013</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	4/16/2013		C		826474	A	(1)	826474	I (2)	See Footnote (2)
Common Stock	4/16/2013		C		688729	A	(3)	1515203	I (2)	See Footnote (2)
Common Stock	4/16/2013		C		550982	A	(4)	2161829 (5)	I (2)	See Footnote (2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Preferred Stock	(1)	4/16/2012		C		2933986		(1)	(1)	Common Stock	826474	\$0.00	0	I (2)	See Footnote (2)
Series E Preferred Stock	(3)	4/16/2012		C		2444990		(3)	(3)	Common Stock	688729	\$0.00	0	I (2)	See Footnote (2)
Series F Preferred Stock	(4)	4/16/2012		C		1955991		(4)	(4)	Common Stock	550982	\$0.00	0	I (2)	See Footnote (2)

Explanation of Responses:

- (1) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series D Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (2) See attached Exhibit 99.1
- (3) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series E Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (4) Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series F Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
- (5) Includes an aggregate of 95,644 shares issued as payment of accrued dividends on the Series F Preferred Stock held as follows: 87,602 shares held by Alta Biopharma Partners III, L.P., 5,883 shares held by Alta Biopharma Partners III GmbH & Co. Beteiligungs KG and 2,159 shares held by Alta Embarcadero Biopharma Partners III, LLC.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111				Stockholder
ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111				Stockholder
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, CA 94111				Stockholder

Signatures

See Signatures Included in Exhibit 99.2

4/16/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

(2) The shares of Common Stock issuable upon conversion of the Preferred Stock are held as follows: 1,892,453 shares of common stock held by Alta Biopharma Partners III, L.P., 127,095 shares of common stock held by Alta Biopharma Partners III GmbH & Co. Beteiligungs KG and 46,637 shares of common stock held by Alta Embarcadero Biopharma Partners III, LLC (collectively, the Alta Shares). Alta Partners III, Inc. provides investment advisory services to Alta Biopharma Partners III, L.P., Alta Biopharma Partners III GmbH & Co. Beteiligungs KG and Alta Embarcadero Biopharma Partners III, LLC (collectively, the Alta Funds). The directors of Alta Biopharma Management III, LLC, which is a general partner of Alta Biopharma Partners III, L.P., the managing limited partner of Alta Biopharma Partners III GmbH & Co. Beteiligungs KG, and the manager of Alta Embarcadero Biopharma Partners III, LLC, exercise sole dispositive and voting power over the securities owned by the Alta Funds. Farah Champs, one of the Issuer's directors, Edward Penhoet and Edward Hurwitz, are directors of Alta Biopharma Management III, LLC and managers of Alta Embarcadero Biopharma Partners III, LLC. These individuals may be deemed to share dispositive and voting power over the securities held by the Alta Funds. Each of these individuals disclaims beneficial ownership of such securities except to the extent of his or her pecuniary interest therein.

Signature of Reporting Persons:

This statement on Form 4 is filed by Alta Biopharma Partners III, L.P., Alta Biopharma Partners III GmbH & Co. Beteiligungs KG and Alta Embarcadero Biopharma Partners III, LLC. The principal business address of each of the reporting persons is c/o Alta Biopharma Partners III, L.P., One Embarcadero Center, 37th Floor, San Francisco, CA 94111. The reporting entities disclaim beneficial ownership of the securities listed herein except to the extent of their pecuniary interest therein.

Alta Biopharma Partners III, L.P.

By: Alta Biopharma Management III, LLC

By: /s/ Hilary Strain
Name: Hilary Strain
Title: Chief Financial Officer

Alta Biopharma Partners III GmbH & Co.
Beteiligungs KG

By: Alta Biopharma Management III, LLC

By: /s/ Hilary Strain
Name: Hilary Strain
Title: Chief Financial Officer

Alta Embarcadero Biopharma Partners III, LLC

By: /s/ Hilary Strain
Name: Hilary Strain
Title: Chief Financial Officer
