

# **CHIMERIX INC** Filed by PROSIGHT MANAGEMENT, LP

# FORM SC 13G (Statement of Ownership)

# Filed 01/30/17

Address 2505 MERIDIAN PARKWAY, SUITE 100

DURHAM, NC 27713

Telephone 919.806.1074

> CIK 0001117480

Symbol **CMRX** 

SIC Code 2834 - Pharmaceutical Preparations

Biotechnology & Medical Research Industry

Sector Healthcare

Fiscal Year 12/31

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Under the Securities Exchange Act of 1934 (Amendment No. )\*

# CHIMERIX, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

16934W106 (CUSIP Number)

January 20, 2017 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications:

Taylor H. Wilson, Esq. Haynes and Boone, LLP 2323 Victory Avenue, Suite 700 Dallas, Texas 75219-7673 (214) 651-5000

1	Names of Reporting Persons					
			Management, LP			
2	Check (a) □		appropriate box if a member of a Group (see instructions) (b) ⊠			
	(a) ⊔		(D) 🗵			
3	SEC U	se C	)nlv			
	SEC C	<i>.</i>	,,			
4	Citizen	shij	p or Place of Organization			
	Delaw	are				
		5	Sole Voting Power			
			0			
Number o	of Shares	6	Shared Voting Power			
Benefi			2.462.456			
Owned b		7	2,462,456			
Reporting		/	Sole Dispositive Power			
With:						
		8				
			Sharea Dispositive Tomes			
			2,462,456			
9	Aggreg	ate	Amount Beneficially Owned by Each Reporting Person			
	2,462,456					
10	Check	box	if the aggregate amount in row (9) excludes certain shares (See Instructions)			
11						
11	Percent of class represented by amount in row (9)					
	5.3%					
12		f Re	eporting Person (See Instructions)			
	Type of the potential actions)					
	IA					

1	Names of Reporting Persons					
	Prosig	Prosight Fund, LP				
2	Check t		appropriate box if a member of a Group (see instructions) (b) ⊠			
	,					
3	SEC Us	se C	Only			
4	Citizen	ship	o or Place of Organization			
	Delaw	are				
		5	Sole Voting Power			
			0			
Number of		6	Shared Voting Power			
Shares Beneficially			1,335,484			
Owned b	y Each	7	Sole Dispositive Power			
Reporting Person With:						
			Shared Dispositive Power			
1,335,484						
9	Aggregate Amount Beneficially Owned by Each Reporting Person					
	1,335,484					
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)					
11	Percent of class represented by amount in row (9)					
	2.9%					
12	Type of	f Re	eporting Person (See Instructions)			
	PN					

1	Names of Reporting Persons				
	Prosight Plus Fund, LP				
2			appropriate box if a member of a Group (see instructions)		
_	(a) □		(b) ⊠		
	(w) <u></u>				
3	SEC U	se C	only		
			·		
4	Citizen	shir	or Place of Organization		
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	Delaw	zarc			
	Delaw				
		5	Sole Voting Power		
Numb	er of		0		
Sha		6	Shared Voting Power		
Benefi					
Owne			936,690		
Ea		7	Sole Dispositive Power		
Repo		,	Sole Dispositive I ower		
Per			0		
Wit		_			
With.		8	Shared Dispositive Power		
			936,690		
9	Aggregate Amount Beneficially Owned by Each Reporting Person		Amount Beneficially Owned by Each Reporting Person		
	936,690				
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)				
11	Percent of class represented by amount in row (9)				
	2.0%				
12		f Re	porting Person (See Instructions)		
	- J pc 0		F ( (		
	PN				
1	LIN				

1	Names of Reporting Persons					
		Prosight Partners, LLC				
2	Check the appropriate box if a member of a Group (see instructions)  (a) □ (b) ⊠					
3	SEC U	se (	Only			
4	Citizen	shi	p or Place of Organization			
	Delaw	are				
		5	Sole Voting Power			
Number of		6	Shared Voting Power			
Sha Benefi			2,462,456			
Owned b Reporting		7	Sole Dispositive Power			
With:						
8 Shared Dispositive Power		8	Shared Dispositive Power			
			2,462,456			
9	Aggregate Amount Beneficially Owned by Each Reporting Person					
	2,462,456					
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)					
11	Percent of class represented by amount in row (9)					
	5.3%					
12	Type of Reporting Person (See Instructions)					
	00					

# CUSIP No. 16934W106

1	Names of Reporting Persons					
	W. La	W. Lawrence Hawkins				
2	Check		appropriate box if a member of a Group (see instructions) (b) ⊠			
	(a) 🗆					
3	SEC U	se C	Only			
4	Citizen	shij	p or Place of Organization			
	United	1 S1	tates of America			
		5				
Number of		6	Shared Voting Power			
Sha Benefi			2,462,456			
Owned by Each		7				
Reporting Person With:						
8 Shared Disp		8	Shared Dispositive Power			
			2,462,456			
9	Aggregate Amount Beneficially Owned by Each Reporting Person					
	2,462,456					
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)					
11	Percent of class represented by amount in row (9)					
	5.3%					
12	Type of	f Re	eporting Person (See Instructions)			
	IN, HC					

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#### Item 1.

#### (a) Name of Issuer:

CHIMERIX, INC.

#### (b) Address of Issuer's Principal Executive Offices:

2505 Meridian Parkway, Suite 100 Durham, North Carolina

#### Item 2.

#### (a) Name of Person Filing:

This statement is jointly filed by and on behalf of each of Prosight Management, LP, a Delaware limited partnership ("Prosight Management"), Prosight Fund, LP, a Delaware limited partnership ("Prosight Plus Fund"), Prosight Plus Fund, LP, a Delaware limited partnership ("Prosight Plus Fund"), Prosight Partners, LLC, a Delaware limited liability company ("Prosight Partners"), and W. Lawrence Hawkins, (collectively referred herein as "Reporting Persons"). Prosight Management is the general partner and investment manager of, and may be deemed to indirectly beneficially own securities owned by Prosight Fund and Prosight Plus Fund. Prosight Management is a sub-advisor for a separate managed account (the "Managed Account") and may be deemed to indirectly beneficially own securities owned by the Managed Account. Prosight Partners is the general partner of, and may be deemed to beneficially own, securities beneficially owned by Prosight Management. Mr. Hawkins is the sole manager of, and may be deemed to beneficially own securities beneficially owned by Prosight Partners. Prosight Fund, Prosight Plus Fund and the Managed Account are the record and direct beneficial owner of the securities covered by this statement. Prosight Fund disclaims beneficial ownership of both the shares held by the Managed Account and the shares held by Prosight Fund. Prosight Fund.

Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each Reporting Person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purpose of Section 13(d) or 13(g) of the Act. Each of the Reporting Persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purpose of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer.

#### (b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Prosight Management, LP, 2301 Cedar Springs Road, Suite 355, Dallas, Texas 75201.

#### (c) Citizenship:

See Item 4 on the cover page(s) hereto.

#### (d) Title and Class of Securities:

Common Stock, par value \$0.001 per share

(e)	CUSI	P No.:				
	16934W106					
Item	3.	If this	statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:			
	(a)		Broker or dealer registered under Section 15 of the Act;			
	(b)		Bank as defined in Section 3(a)(6) of the Act;			
	(c)		Insurance company as defined in Section 3(a)(19) of the Act;			
	(d)		Investment company registered under Section 8 of the Investment Company Act of 1940;			
	(e)		An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);			
	(f)		An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);			
	(g)		A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);			
	(h)		A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act			
			(12 U.S.C. 1813);			
	(i)		A church plan that is excluded from the definition of an investment company under			
			section 3(c)(14) of the Investment Company Act of 1940;			
	(j)		A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);			
	(k)		Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution			
			in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:			
Item	4.	Owne	rship			
(a)	Amou	ınt Bene	eficially Owned: See Item 9 on the cover pages(s) hereto.			
(b)	Percent of Class: See Item 11 on the cover page(s) hereto.					
(c)	Numb	er of sh	ares as to which such person has:			
	(i)	Sole po	wer to vote or to direct the vote: See Item 5 on the cover pages hereto.			

**Shared power to vote or to direct the vote:** See Item 6 on the cover pages hereto.

**Sole power to dispose or to direct the disposition of:** See Item 7 on the cover pages hereto. **Shared power to dispose or to direct the disposition of:** See Item 8 on the cover pages hereto.

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(ii)

(iii)

(iv)

#### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following  $\Box$ .

#### Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not applicable

# Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.

Not applicable

#### Item 8. Identification and classification of members of the group.

Not applicable

## Item 9. Notice of Dissolution of Group.

Not applicable

## Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect other than activities solely in connection with a nomination under § 240.14a-11.

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2017

#### PROSIGHT MANAGEMENT, LP

By: Prosight Partners, LLC Its: General Partner

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

#### PROSIGHT FUND, LP

By: Prosight Management, LP

Its: General Partner

By: Prosight Partners, LLC

Its: General Partner

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

# PROSIGHT PLUS FUND, LP

By: Prosight Management, LP

Its: General Partner

By: Prosight Partners, LLC

Its: General Partner

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

#### PROSIGHT PARTNERS, LLC

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

## W. LAWRENCE HAWKINS

By: /s/ W. Lawrence Hawkins

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# EXHIBIT INDEX

**Exhibit Description of Exhibit** 

99.1 Joint Filing Agreement (filed herewith).

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#### JOINT FILING AGREEMENT

#### January 30, 2017

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date first written above.

Date: January 30, 2017

#### PROSIGHT MANAGEMENT, LP

By: Prosight Partners, LLC

Its: General Partner

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

#### PROSIGHT FUND, LP

By: Prosight Management, LP

Its: General Partner

By: Prosight Partners, LLC

Its: General Partner

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

# PROSIGHT PLUS FUND, LP

By: Prosight Management, LP

Its: General Partner

By: Prosight Partners, LLC

Its: General Partner

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

#### PROSIGHT PARTNERS, LLC

By: /s/ W. Lawrence Hawkins

Name: W. Lawrence Hawkins

Title: Sole Manager

#### W. Lawrence Hawkins

/s/ W. Lawrence Hawkins