

ACCELERON PHARMA INC

Reported by
GEORGE JEAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/14/17 for the Period Ending 03/02/17

Address	128 SIDNEY STREET CAMBRIDGE, MA 02139
Telephone	617-649-9200
CIK	0001280600
Symbol	XLRN
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
George Jean		ACCELERON PHARMA INC [XLRN]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O ADVANCED TECHNOLOGY VENTURES, 500 BOYLSTON STREET SUITE 1380		3/2/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
BOSTON, MA 02116				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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	3/2/2017		A		1250	A	\$0	1250	D	
Common Stock								105122 (1)	I	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				
Option to Purchase Common Stock	\$30.17	3/2/2017		A		7500		(3)	3/2/2027	Common Stock	7500	\$0	7500	D	

Explanation of Responses:

- (Represents 98,674 shares, 3,959 shares, 1,902 shares and 587 shares of common stock held by Advanced Technology Ventures VII, L.P. ("ATV VII"),
- 1) Advanced Technology Ventures VII (B), L.P. ("ATV VII B"), Advanced Technology Ventures VII (C), L.P. ("ATV VII C") and ATV Entrepreneurs VII, L.P. ("ATV VII E"), respectively.
- (ATV Associates VII, L.L.C. ("ATV A VII") is the general partner of ATV VII, ATV VII B, ATV VII C and ATV VII E and exercises voting and dispositive
- 2) authority over the shares held by ATV VII, ATV VII B, ATV VII C and ATV VII E. Jean George is a managing director of ATV A VII and exercises voting and dispositive decisions of ATV A VII collectively with each of four other managing directors. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.
- (
- 3) The shares of common stock underlying this stock option award vest in full on the one year anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
George Jean C/O ADVANCED TECHNOLOGY VENTURES 500 BOYLSTON STREET SUITE 1380 BOSTON, MA 02116	X			

Signatures

/s/ John D. Quisel, as attorney-in-fact for Jean M. George

3/14/2017

—**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.

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