

APPLIED GENETIC TECHNOLOGIES CORP

Reported by
ORONSKY ARNOLD L

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/26/17 for the Period Ending 04/24/17

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Symbol	AGTC
Fiscal Year	06/30

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

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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)	
ORONSKY ARNOLD L		APPLIED GENETIC TECHNOLOGIES CORP [AGTC]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O INTERWEST PARTNERS, 2710 SAND HILL ROAD, SUITE 200		4/24/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MENLO PARK, CA 94025				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person	

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	4/24/2017		X		3559	A	(1)	1404515	I	By Partnership (4)
Common	4/24/2017		X		101	A	(2)	40181	I	By Partnership (5)
Common	4/24/2017		X		28	A	(3)	11208	I	By Partnership (6)

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				
Warrant to buy Common	\$4.5395	4/24/2017		X		11476		5/2/2012	5/2/2017	Common	11476	\$0.00	0	I	By Partnership (4)
Warrant to buy Common	\$4.5395	4/24/2017		X		328		5/2/2012	5/2/2017	Common	328	\$0.00	0	I	By Partnership (5)
Warrant to buy Common	\$4.5395	4/24/2017		X		91		5/2/2012	5/2/2017	Common	91	\$0.00	0	I	By Partnership (6)

Explanation of Responses:

- Represents cashless exercise of a warrant by InterWest Partners VIII, LP ("IW8"). 7,917 shares of common stock were withheld by the issuer at the market price of \$6.58 per share to fund the cashless exercise of 11,476 warrants.
- Represents cashless exercise of a warrant by InterWest Investors Q VIII, LP ("IQ8"). 227 shares of common stock were withheld by the issuer at the market price of \$6.58 per share to fund the cashless exercise of 328 warrants.
- Represents cashless exercise of a warrant by InterWest Investors VIII, LP ("IIS"). 63 shares of common stock were withheld by the issuer at the market price of \$6.58 per share to fund the cashless exercise of 91 warrants.
- Shares are owned by IW8. The General Partner of IW8 is InterWest Management Partners VIII, LLC ("IMP8"). The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Shares are owned by IQ8. The General Partner of IW8 is IMP8. The Reporting Person is a Managing Director of IMP8, shares voting and investment power

with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (6) Shares are owned by II8. The General Partner of IW8 is IMP8. The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORONSKY ARNOLD L C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X			

Signatures

/s/Arnold L. Oronsky

4/26/2017

**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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