

Flexion Therapeutics Inc
Form 4
September 12, 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 *
Versant Venture Capital III, L.P.

(Last) (First) (Middle)

3000 SAND HILL ROAD, STE 4-210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Flexion Therapeutics Inc [FLXN]

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

09/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/10/2014 | | X | 2,250 A \$ 17.61 | 2,250 | I | see footnote (1) |

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

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SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 17.61 | 09/10/2014 | | X | 2,250 | 03/03/2014 09/11/2014 ⁽²⁾ | Common Stock | 2,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Versant Venture Capital III, L.P. 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| Versant Ventures III, LLC 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| Versant Side Fund III, L.P. 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| ATWOOD BRIAN G 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| COLELLA SAMUEL D 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| JAFFE ROSS A MD 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| LINK WILLIAM J PHD 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |
| MILDER DONALD B 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | X | X | | |

LUBASH BARBARA N
3000 SAND HILL ROAD, STE 4-210 X X
MENLO PARK, CA 94025

ROBERTSON REBECCA B
3000 SAND HILL ROAD, STE 4-210 X X
MENLO PARK, CA 94025

Signatures

/s/ Robin L. 09/12/2014
Praeger

__Signature of Date
Reporting Person

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) The shares are held by Bradley J. Bolzon. Each of the other reporting persons disclaims beneficial ownership of these shares.
- (2) These derivative securities were subject to vesting and forfeiture following the departure of one of the reporting persons, Bradley J. Bolzon, from the board of directors of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.