

Corvus Pharmaceuticals, Inc.
Form 4
March 29, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Gould Terry P

2. Issuer Name and Ticker or Trading Symbol
Corvus Pharmaceuticals, Inc.
[CRVS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2016

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

C/O CORVUS
PHARMACEUTICALS, INC., 863
MITTEN ROAD, SUITE 102

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BURLINGAME, CA 94010

(City) (State) (Zip)

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) | | | |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|-------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.0001 par value | 03/29/2016 | | C | | 550,864 | A | (\$) | 550,864 | I | By Fund (2) |
| Common Stock, \$0.0001 par value | 03/29/2016 | | C | | 92,278 | A | (\$) | 643,142 | I | By Fund (2) |
| Common Stock, | 03/29/2016 | | P(7) | | 51,712 | A | \$ 15 | 694,854 | I | By Fund (2) |

Edgar Filing: Corvus Pharmaceuticals, Inc. - Form 4

| | | | | | | | | |
|--|------------|-------------|---------|---|-------|---------|---|-----------------------|
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | C | 567,121 | A | Ⓐ | 567,121 | I | By Fund <u>(3)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | C | 95,001 | A | Ⓐ | 662,122 | I | By Fund <u>(3)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | <u>P(7)</u> | 53,239 | A | \$ 15 | 715,361 | I | By Fund <u>(3)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | C | 428,998 | A | Ⓐ | 428,998 | I | By Fund <u>(4)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | C | 71,863 | A | Ⓐ | 500,861 | I | By Fund <u>(4)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | <u>P(7)</u> | 40,272 | A | \$ 15 | 541,133 | I | By Fund <u>(4)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | C | 583,510 | A | Ⓐ | 583,510 | I | By Fund <u>(5)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | C | 97,746 | A | Ⓐ | 681,256 | I | By Fund <u>(5)</u> |
| \$0.0001 par value Common Stock, \$0.0001 par value | 03/29/2016 | <u>P(7)</u> | 54,777 | A | \$ 15 | 736,033 | I | By Fund <u>(5)</u> |

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

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.

SEC 1474
(9-02)

Edgar Filing: Corvus Pharmaceuticals, Inc. - Form 4

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

| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 550,864 | (1) | (6) | Common Stock | 550,864 |
| Series B Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 92,278 | (1) | (6) | Common Stock | 92,278 |
| Series A Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 567,121 | (1) | (6) | Common Stock | 567,121 |
| Series B Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 95,001 | (1) | (6) | Common Stock | 95,001 |
| Series A Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 428,998 | (1) | (6) | Common Stock | 428,998 |
| Series B Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 71,863 | (1) | (6) | Common Stock | 71,863 |
| Series A Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 583,510 | (1) | (6) | Common Stock | 583,510 |
| Series B Convertible Preferred Stock | (1) | 03/29/2016 | | C | | 97,746 | (1) | (6) | Common Stock | 97,746 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gould Terry P C/O CORVUS PHARMACEUTICALS, INC. 863 MITTEN ROAD, SUITE 102 BURLINGAME, CA 94010 | X | X | | |

Signatures

/s/ Leiv Lea, as Attorney-in-Fact for Elisha P. (Terry)
Gould III

03/29/2016

__Signature of Reporting Person

Date

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 Series A Convertible Preferred Stock and Series B Convertible Preferred Stock automatically converted into shares of Issuer's Common Stock, for no additional consideration, on a 1:1 basis at the consummation of Issuer's initial public offering.

Represents shares held directly by Adams Street 2011 Direct Fund LP ("AS 2011"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2011, may be deemed to beneficially own the shares held by AS 2011.

- (2) Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2011. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2011 except to the extent of their pecuniary interest therein.

Represents shares held directly by Adams Street 2012 Direct Fund LP ("AS 2012"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2012, may be deemed to beneficially own the shares held by AS 2012.

- (3) Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2012. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2012 except to the extent of their pecuniary interest therein.

Represents shares held directly by Adams Street 2013 Direct Fund LP ("AS 2013"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2013, may be deemed to beneficially own the shares held by AS 2013.

- (4) Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2013. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2013 except to the extent of their pecuniary interest therein.

Represents shares held directly by Adams Street 2014 Direct Fund LP ("AS 2014"). Adams Street Partners, LLC, as the managing member of the general partner of the general partner of AS 2014, may be deemed to beneficially own the shares held by AS 2014.

- (5) Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert, each of whom is a partner of Adams Street Partners, LLC (or a subsidiary thereof), may be deemed to have shared voting and investment power over the shares held by AS 2014. Adams Street Partners, LLC and Thomas S. Bremner, Jeffrey T. Diehl, Elisha P. Gould, Robin Murray, David S. Welsh and Michael R. Zappert disclaim beneficial ownership of the shares held by AS 2014 except to the extent of their pecuniary interest therein.

- (6) The expiration date is not relevant to the conversion of these securities.

- (7) AS 2011, AS 2012, AS 2013 and AS 2014 purchased an aggregate of 200,000 shares of Issuer's common stock in connection with the initial public offering at the offering price of \$15.00 per share.

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.