

APPLIED GENETIC TECHNOLOGIES CORP

Form 3

March 26, 2014

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â INTERWEST PARTNERS
VIII LP

(Last) (First) (Middle)

C/O INTERWEST
PARTNERS,Â 2710 SAND
HILL ROAD, SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
03/26/20143. Issuer Name **and** Ticker or Trading Symbol

APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------|--------------------|--------------------------------------|----------------------------------|-----------|--|------------------|
| Series A-1 Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 690,699 | \$ (1) | I | See footnote (2) |
| Series B-1 Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 183,126 | \$ (3) | I | See footnote (4) |
| Series B-2 Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 339,825 | \$ (3) | I | See footnote (5) |
| Series B-3 Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 162,830 | \$ (3) | I | See footnote (6) |
| Series B-1 Warrant (Right to Buy) | Â (3)(7) | 05/02/2017 | Series B Convertible Preferred Stock | 416,361 (3) | \$ 0.1297 | I | See footnote (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INTERWEST PARTNERS VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| InterWest Management Partners VIII, LLC C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| INTERWEST INVESTORS VIII L P C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| INTERWEST INVESTORS Q VIII LP C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| GIANOS PHILIP T C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |
| Kliman Gilbert H C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK,Â CAÂ 94025 | Â | Â X | Â | Â |

Holmes W Stephen
C/O INTERWEST PARTNERS
2710 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

^ ^ X ^ ^

CASH HARVEY B
C/O INTERWEST PARTNERS
2710 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

^ ^ X ^ ^

Signatures

/s/ W. Stephen Holmes, Managing Director 03/26/2014

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director 03/26/2014

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director 03/26/2014

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes, Managing Director 03/26/2014

__Signature of Reporting Person

Date

/s/ Philip T. Gianos by Karen A. Wilson, Power of Attorney 03/26/2014

__Signature of Reporting Person

Date

/s/ Gilbert H. Kliman by Karen A. Wilson, Power of Attorney 03/26/2014

__Signature of Reporting Person

Date

/s/ W. Stephen Holmes 03/26/2014

__Signature of Reporting Person

Date

/s/ Harvey B. Cash by Karen A. Wilson, Power of Attorney 03/26/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each share of Series A-1 Convertible Preferred Stock is convertible into shares of Common Stock and will automatically convert (1) 1-for-16.62 basis upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

These securities are held as follows: 666,318 by InterWest Partners VIII, LP ("IW8"), 5,318 by InterWest Investors VIII, LP ("II8") and 19,063 by InterWest Investors Q VIII, LP ("IIQ8") (collectively, the "InterWest Funds"). InterWest Management Partners VIII, LLC (2) ("IMP8") is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

Each share of Series B-1, B-2 and B-3 Convertible Preferred Stock is convertible into Common Stock and will automatically convert (3) 1-for-35 basis upon closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(4)

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These securities are held as follows: 176,662 by IW8, 1,410 by II8 and 5,054 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (5) These securities are held as follows: 327,830 by IW8, 2,616 by II8 and 9,379 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (6) These securities are held as follows: 157,083 by IW8, 1,253 by II8 and 4,494 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

- (7) The Series B-1 Warrant is exercisable for shares of Series B-1 convertible preferred stock at any time until the expiration of the warrant at the holder's election.

- (8) These securities are held as follows: 401,663 by IW8, 3,206 by II8 and 11,492 by IIQ8. IMP8 is the General Partner of IW8, II8 and IIQ8 and has sole voting and investment control over the shares owned by IW8, II8 and IIQ8. Harvey B. Cash, Philip T. Gianos, W. Stephen Holmes, Gilbert H. Kliman and Arnold L. Oronsky are Managing Directors of IMP8 and disclaim beneficial ownership of those securities, except to the extent of their pecuniary interest therein.

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Remarks:

ExhibitÂ List

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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