APPLIED GENETIC TECHNOLOGIES CORP
Form 3
March 26, 2014

FORM 3

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

OMB APPROVAL

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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 Rosen James

(Last) (First) (Middle)

C/O APPLIED GENETIC TECHNOLOGIES CORP,Â 11801 RESEARCH DRIVE, SUITE D

(Street)

ALACHUA,Â FLÂ 32615

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/26/2014

3. Issuer Name **and** Ticker or Trading Symbol
APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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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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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	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	628,399	$ (1)	I	See footnotes (2)
Series B-1 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	137,326	$ (3)	I	See footnotes (2)
Series B-2 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	254,834	$ (3)	I	See footnotes (2)
Series B-3 Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	122,107	$ (3)	I	See footnotes (2)
Series B-1 Warrant (Right to Buy)	Â (3)(4)	05/02/2017	Series B-1 Convertible Preferred Stock	312,228 (3)	$ 0.1297	I	See footnotes (2)
Stock Option (Right to Buy)	Â (5)	03/26/2024	Common Stock	9,375	$ 12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosen James C/O APPLIED GENETIC TECHNOLOGIES CORP 11801 RESEARCH DRIVE, SUITE D ALACHUA,Â FLÂ 32615	Â X	Â X	Â	Â

Signatures

/s/ Hemmie Chang, attorney-in-fact for James Rosen	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).

(1) Each share of Series A-1 convertible preferred stock is convertible into shares of common stock at any time at the holder's election or upon consummation of a qualified public offering of the registrant on an approximately 1-for-16.62 basis. The Series A-1 convertible preferred stock has no expiration date.

(2) Held of record by Intersouth Partners VI, L.P. Intersouth Associates VI, LLC is the general partner of Intersouth Partners VI, L.P. The reporting person is a Partner at Intersouth Associates VI, LLC. The reporting person disclaims beneficial ownership of all the shares held by Intersouth Partners VI, L.P. and this report shall not be deemed an admission of beneficial ownership of such shares for the purposes of Section 16 or for any other purpose except to the extent of his proportionate pecuniary interest therein.

(3) Each share of Series B-1, B-2 and B3 convertible preferred stock is convertible into shares of common stock at any time at the holder's election or upon the consummation of a qualified public offering of the registrant on a 1-for-35 basis. The Series B-1, B-2 and B-3 convertible preferred stock has no expiration date.

(4) 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.

(5) Option becomes exercisable in equal yearly installments over three years from the date of grant.

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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