APPLIED GENETIC TECHNOLOGIES CORP
Form 4
April 01, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosen James

(Last) (First) (Middle)

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

(Street)

ALACHUA, FL 32615

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2014		C		1,142,666	A	(1)	1,142,666	I	See footnotes (2)
Common Stock	04/01/2014		P(3)		62,871	A	$ 12 (3)	1,205,537	I	See footnotes (2)

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

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SEC 1474 (9-02)

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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 A Underlying S (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A-1 Convertible Preferred Stock	(1)	04/01/2014		C			10,443,612	(1)	(4)	Common Stock
Series B-1 Convertible Preferred Stock	(1)	04/01/2014		C			4,806,416	(1)	(4)	Common Stock
Series B-2 Convertible Preferred Stock	(1)	04/01/2014		C			8,919,218	(1)	(4)	Common Stock
Series B-3 Convertible Preferred Stock	(1)	04/01/2014		C			4,273,746	(1)	(4)	Common Stock
Series B-1 Warrant (Right to Buy)	$ 0.1297 (5)	04/01/2014		C			312,228 (5)	(6)	05/02/2017	Series B-1 Convertible Preferred Stock
Common Stock Warrant (Right to Buy)	$ 4.54 (5)	04/01/2014		C		8,920 (5)		(6)	05/02/2017	Common Stock

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	X	X		

ALACHUA, FL 32615

Signatures

/s/ Hemmie Chang, attorney-in-fact for James Rosen	04/01/2014
**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) Each share of convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.

(2) Shares are 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) Shares purchased in the Issuer's initial public offering at the initial public offering price of $12.00 per share.

(4) Not applicable.

(5) Each share of Series B-1 convertible preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering on a 1-for-35 basis.

(6) Warrant was fully exercisable upon original issue.

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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