

DEVINE MICHAEL F III
Form 4
December 28, 2010

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 *
DEVINE MICHAEL F III

2. Issuer Name and Ticker or Trading Symbol
EXPRESS, INC. [EXPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2010

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

C/O EXPRESS, INC., 1 EXPRESS DRIVE

(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

COLUMBUS, OH 43230

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01	12/23/2010		A	239 ⁽¹⁾ A ₍₂₎ 239		D	

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVINE MICHAEL F III C/O EXPRESS, INC. 1 EXPRESS DRIVE COLUMBUS, OH 43230		X		

Signatures

/s/ Lacey J. Bundy, Attorney
in Fact 12/28/2010

**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).
- These shares represent restricted stock units that were granted to equitably compensate option holders as a result of the special dividend
- (1) paid on December 23, 2010 and will be settled in common stock upon vesting. One quarter of the restricted stock units will vest on May 18, 2011, and one quarter of the restricted stock units will vest on that date in 2012, 2013 and 2014.
 - (2) The restricted stock units were granted and no price was paid therefor.

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.

Maximum
Proposed Maximum

Securities to
Amount to be
Offering
Aggregate
Amount of
be Registered

Reporting Owners

Registered (1)
 Price per Share (2)
 Offering Price (2)
 Registration Fee
 2013 Equity Incentive Plan
 Common Stock, \$0.001 par value per share
 1,860,899 shares (3)
 \$5.34
 \$9,937,200.66
 \$1,151.72
 2013 Employee Stock Purchase Plan
 Common Stock, \$0.001 par value per share
 422,535 shares (4)
 \$5.34
 \$2,256,336.90
 \$261.51
 Total
 2,283,434 shares
 N/A
 \$12,193,537.56
 \$1,413.23

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Registrant’s common stock (the “Common Stock”) that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on February 24, 2017, as reported on the Nasdaq Global Market.

(3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2013 Equity Incentive Plan (the “EIP”) on January 1, 2017 pursuant to an “evergreen” provision contained in the EIP. Pursuant to such provision, on January 1st of each year commencing in 2014 and ending on (and including) January 1, 2023, the number of shares authorized for issuance under the EIP is automatically increased by a number equal to: (a) 4% of the total number of shares of capital stock outstanding on December 31 of the preceding calendar year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant’s board of directors (the “Board”) for the applicable year.

(4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant’s 2013 Employee Stock Purchase Plan (the “ESPP”) on January 1, 2017 pursuant to an “evergreen” provision contained in the ESPP. Pursuant to such provision, on January 1st of each year commencing in 2014 and ending on (and including) January 1, 2023, the number of shares authorized for issuance under the ESPP is automatically increased by a number equal to the least of: (a) 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year; (b) 422,535 shares; or (c) a number determined by the Board that is less than (a) and (b).



INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

This Registration Statement on Form S-8 is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements on Form S-8 relating to the same benefit plans are effective. The Registrant previously registered shares of its Common Stock for issuance under the EIP and the ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission on April 11, 2013 (File No. 333-187860), March 7, 2014 (File No. 333-194408), March 6, 2015 (File No. 333-202582) and February 29, 2016 (File No. 333-209802). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Item 8. Exhibits.

Exhibits: Description

- | | |
|-----|---|
| 4.1 | Amended and Restated Certificate of Incorporation of the Registrant. (1) |
| 4.2 | Amended and Restated Bylaws of the Registrant. (1) |
| 4.3 | Form of Common Stock Certificate of the Registrant. (2) |
| 4.4 | Form of Warrant to Purchase Stock issued to participants in the Registrant's Series F Preferred Stock financing dated February 7, 2011. (2) |
| 4.5 | Amended and Restated |

Explanation of Responses:

Investor
Rights
Agreement
dated
February 7,
2011 by and
among the
Registrant
and certain of
its
stockholders.
(2)
Amendment
to Amended
and Restated
Investor
Rights
Agreement
dated October
29, 2014 by
and among
the Registrant
and certain of
its
stockholders.
(3)
Opinion of
Cooley LLP.
Consent of
Ernst &
Young LLP,
an
Independent
Registered
Public
Accounting
Firm.
Consent of
Cooley LLP.
Reference is
made to
Exhibit 5.1.
Power of
Attorney.
Reference is
made to the
signature
page hereto.
Chimerix,
Inc. 2013
Equity

99.2	Incentive Plan, as amended. (4) Form of Stock Option Agreement, Notice of Exercise and Form of Stock Option Grant Notice and Form of Restricted Stock Unit Award Agreement and Form of Restricted Stock Unit Award Grant Notice under Chimerix, Inc. 2013 Equity Incentive Plan. (5) Chimerix, Inc. 2013
99.3	Employee Stock Purchase Plan. (2)

(1) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on April 16, 2013.

(2) Incorporated by reference to the Registrant's Registration Statement on Form S-1 (No. 333-187145), filed on March 8, 2013, as amended.

(3) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on October 29, 2014.

(4) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on June 23, 2014.

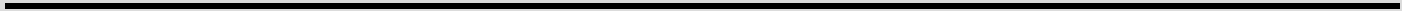
(5) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q, filed on November 7, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durham, State of North Carolina, on March 2, 2017.

Chimerix, Inc.

By: /s/ M. Michelle Berrey
M. Michelle Berrey, M.D., M.P.H.
President and Chief Executive Officer



POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints M. Michelle Berrey, M.D., M.P.H. and Timothy W. Trost, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ M. Michelle Berrey M. Michelle Berrey, M.D.	President, Chief Executive Officer and Member of the Board of Directors (Principal Executive Officer)	March 2, 2017
/s/ Timothy W. Trost Timothy W. Trost	Senior Vice President, Chief Financial Officer and Corporate Secretary (Principal Financial and Accounting Officer)	March 2, 2017
/s/ Ernest Mario Ernest Mario, Ph.D.	Chairman of the Board of Directors	March 2, 2017
/s/ James M. Daly James M. Daly	Member of the Board of Directors	March 2, 2017
/s/ Martha J. Demski Martha J. Demski	Member of the Board of Directors	March 2, 2017
/s/ Catherine L. Gilliss Catherine L. Gilliss, Ph.D., RN, FAAN	Member of the Board of Directors	March 2, 2017
/s/ John M. Leonard John M. Leonard, M.D.	Member of the Board of Directors	March 2, 2017
/s/ Patrick Machado Patrick Machado	Member of the Board of Directors	March 2, 2017
/s/ James Nidel James Nidel, M.D., Ph.D.	Member of the Board of Directors	March 2, 2017
/s/ Ronald C Renaud, Jr.	Member of the Board of Directors	

Explanation of Responses:

Ronald C Renaud, Jr.

March 2,
2017

/s/ Lisa Ricciardi
Lisa Ricciardi

Member of the Board of Directors

March 2,
2017

EXHIBIT INDEX

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4.5	Amended and Restated Investor Rights Agreement dated February 7, 2011 by and among the Registrant and certain of its stockholders. (2)
4.6	

Explanation of Responses:

- Amendment
to Amended
and Restated
Investor
Rights
Agreement
dated October
29, 2014 by
and among
the Registrant
and certain of
its
stockholders.
(3)
- 5.1 Opinion of
Cooley LLP.
Consent of
Ernst &
Young LLP,
an
- 23.1 Independent
Registered
Public
Accounting
Firm.
Consent of
Cooley LLP.
- 23.2 Reference is
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Exhibit 5.1.
Power of
Attorney.
- 24.1 Reference is
made to the
signature
page hereto.
Chimerix,
Inc. 2013
- 99.1 Equity
Incentive
Plan, as
amended. (4)
- 99.2 Form of Stock
Option
Agreement,
Notice of
Exercise and
Form of Stock
Option Grant
Notice and
Form of

99.3 Restricted
Stock Unit
Award
Agreement
and Form of
Restricted
Stock Unit
Award Grant
Notice under
Chimerix,
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- (5) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q, filed on November 7, 2016.