

Karyopharm Therapeutics Inc.
Form SC 13G/A
February 11, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Karyopharm Therapeutics Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

48576U106
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 14

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1 NAME OF REPORTING PERSONS Foresite Capital Fund I, L.P. ("FCF I")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES

5 999,275 shares, except that Foresite Capital Management I, LLC ("FCM I"), the general partner of FCF I, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM I, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY

6

See response to row 5.

OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON

7 999,275 shares, except that FCM I, the general partner of FCF I, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM I, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

WITH

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

999,275

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

3.1%

TYPE OF REPORTING PERSON

12

PN

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1 NAME OF REPORTING PERSONS Foresite Capital Management I, LLC ("FCM I")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
999,275 shares, all of which are directly owned by Foresite Capital Fund I, L.P. ("FCF I"). FCM I, the general partner of FCF I, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM I, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

6
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
See response to row 5.
SOLE DISPOSITIVE POWER

7
999,275 shares, all of which are directly owned by FCF I. FCM I, the general partner of FCF I, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM I, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8
See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
999,275

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
3.1%

TYPE OF REPORTING PERSON

12
OO

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1 NAME OF REPORTING PERSONS Foresite Capital IV-B, LLC ("FC IV-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES

5 499,726 shares, except that Foresite Capital IV-B Management, LLC ("FCM IV-B"), the managing member of FC IV-B, may be deemed to have sole power to vote these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM IV-B, may be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY

6

See response to row 5.

OWNED BY EACH
REPORTING

SOLE DISPOSITIVE POWER

PERSON

7 499,726 shares, except that FCM IV-B, the managing member of FC IV-B, may be deemed to have sole power to dispose of these shares, and Tananbaum, the managing member of FCM IV-B, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

WITH

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

499,726

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

1.5%

TYPE OF REPORTING PERSON

12

OO

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1 NAME OF REPORTING PERSONS Foresite Capital IV-B Management, LLC ("FCM IV-B")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES

5 499,726 shares, all of which are directly owned by Foresite Capital IV-B, LLC ("FC IV-B").
FCM IV-B, the managing member of FC IV-B, may be deemed to have sole power to vote
these shares, and James Tananbaum ("Tananbaum"), the managing member of FCM IV-B, may
be deemed to have sole power to vote these shares.

SHARED VOTING POWER

BENEFICIALLY

6 See response to row 5.

SOLE DISPOSITIVE POWER

OWNED BY EACH
REPORTING

7 499,726 shares, all of which are directly owned by FC IV-B. FCM IV-B, the managing
member of FC IV-B, may be deemed to have sole power to dispose of these shares, and
Tananbaum, the managing member of FCM IV-B, may be deemed to have sole power to
dispose of these shares.

PERSON

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

499,726

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

1.5%

TYPE OF REPORTING PERSON

12

OO

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1 NAME OF REPORTING PERSONS Foresite Capital IV-C, LLC ("FC IV-C")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
NUMBER OF -0-

SHARED VOTING POWER

6
SHARES -0-

SOLE DISPOSITIVE POWER

7
BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8
PERSON WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
-0-

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10
..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
0.0%

TYPE OF REPORTING PERSON

12
OO

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1 NAME OF REPORTING PERSONS Foresite Capital IV-C Management, LLC ("FCM IV-C")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARED VOTING POWER

SHARES

6

-0-

BENEFICIALLY

SOLE DISPOSITIVE POWER

7

OWNED BY EACH REPORTING

-0-

PERSON

SHARED DISPOSITIVE POWER

8

WITH

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0-

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

OO

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1 NAME OF REPORTING PERSONS James Tananbaum (“Tananbaum”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5 1,499,001 shares, of which 999,275 are directly owned by Foresite Capital Fund I, L.P. (“FCF I”) and 499,726 are directly owned by Foresite Capital IV-B, LLC (“FC IV-B”). Tananbaum is the managing member of Foresite Capital Management I, LLC (“FCM I”), which is the general partner of FCF I. Tananbaum is the managing member of Foresite Capital IV-B Management, LLC (“FCM IV-B”), which is the managing member of FC IV-B. Tananbaum may be deemed to have sole power to vote these shares.

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY 6

See response to row 5.

OWNED BY EACH REPORTING PERSON SOLE DISPOSITIVE POWER

PERSON

7 1,499,001 shares, of which 999,275 are directly owned by FCF I and 499,726 are directly owned by FC IV-B. Tananbaum is the managing member of FCM I, which is the general partner of FCF I. Tananbaum is the managing member of FCM IV-B, which is the managing member of FC IV-B. Tananbaum may be deemed to have sole power to dispose of these shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,499,001

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.6%

TYPE OF REPORTING PERSON

12

IN

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ITEM
1(A). NAME OF ISSUER

Karyopharm Therapeutics Inc. (the "Issuer")

ITEM
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

85 Wells Avenue, 2nd Floor
Newton, MA 02459

ITEM
2(A). NAME OF PERSONS FILING

This Schedule is filed by Foresite Capital Fund I, L.P., a Delaware limited partnership, Foresite Capital Management I, LLC, a Delaware limited liability company, Foresite Capital IV-B, LLC, a Delaware limited liability company, Foresite Capital IV-B Management, LLC, a Delaware limited liability company, Foresite Capital IV-C, LLC, a Delaware limited liability company, Foresite Capital IV-C Management, LLC, a Delaware limited liability company, and James Tananbaum. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM
2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Foresite Capital Management
101 California Street, Suite 4100
San Francisco, CA 94111

ITEM
2(C). CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM
2(D). TITLE OF CLASS OF SECURITIES

Common Stock, \$0.0001 par value

ITEM
2(D) CUSIP NUMBER

48576U106

ITEM

3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

ITEM

4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities check the following x.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreement of FCF I and the limited liability company agreements of each of FCM I, FC IV-B, FCM IV-B, FC IV-C and FCM IV-C, the partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from the sale of, shares of the Issuer owned by each such entity of which they are a partner or member.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

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ITEM
10. CERTIFICATION.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2015

FORESITE CAPITAL FUND I, L.P.

By: FORESITE CAPITAL MANAGEMENT I, LLC
Its: General Partner

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL MANAGEMENT I, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL IV-B, LLC

By: FORESITE CAPITAL IV-B MANAGEMENT, LLC
Its: Managing Member

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL IV-B MANAGEMENT, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

FORESITE CAPITAL IV-C, LLC

By: FORESITE CAPITAL IV-C MANAGEMENT, LLC
Its: Managing Member

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

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FORESITE CAPITAL IV-C
MANAGEMENT, LLC

By: /s/ James Tananbaum
Name: James Tananbaum
Title: Managing Member

JAMES TANANBAUM

By: /s/ James Tananbaum
Name: James Tananbaum

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	15

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that a copy of the applicable Agreement of Joint Filing is already on file with the appropriate agencies.