Sullivan William A. Form 3 February 01, 2012

### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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**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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement MERRIMACK PHARMACEUTICALS INC [MACK] Sullivan William A. (Month/Day/Year) 01/31/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O MERRIMACK (Check all applicable) PHARMACEUTICALS, INC., ONE KENDALL 10% Owner Director **SQUARE, SUITE B7201** \_X\_\_ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group CFO and Treasurer Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person CAMBRIDGE, MAÂ 02139 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (I) (Instr. 5) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security 3. Title and Amount of 5. 6. Nature of Indirect 2. Date Exercisable and 4. **Expiration Date** Securities Underlying Ownership Beneficial Ownership (Instr. 4) Conversion (Month/Day/Year) or Exercise Form of (Instr. 5) **Derivative Security** (Instr. 4) Price of Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	(1)	12/04/2017	Common Stock	75,000	\$ 2.12	D	Â
Stock Option (right to buy)	(1)	05/04/2018	Common Stock	16,500	\$ 2.12	D	Â
Stock Option (right to buy)	(1)	09/21/2018	Common Stock	35,000	\$ 1.81	D	Â
Stock Option (right to buy)	(2)	11/04/2019	Common Stock	60,000	\$ 2.12	D	Â
Stock Option (right to buy)	(3)	12/21/2020	Common Stock	150,000	\$ 2.69	D	Â
Stock Option (right to buy)	(4)	05/02/2021	Common Stock	50,000	\$ 5.54	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
coporting of more remove reasons	Director	10% Owner	Officer	Other	
Sullivan William A.  C/O MERRIMACK PHARMACEUTICALS, INC.  ONE KENDALL SQUARE, SUITE B7201  CAMBRIDGE Â MA Â 02139	Â	Â	CFO and Treasurer	Â	

#### **Signatures**

/s/ Jeffrey A. Munsie, attorney-in-fact 02/01/2012

\*\*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) This option is fully vested.
- (2) This option vested as to 1/12th of the shares on each of November 5, 2009 and February 1, 2010 and vests in equal quarterly installments thereafter until August 1, 2012.
- (3) This option vested as to 1/6th of the shares on January 1, 2011 and vests in equal quarterly installments thereafter until July 1, 2013.
- (4) This option vested as to 1/12th of the shares on August 1, 2011 and vests in equal quarterly installments thereafter until May 1, 2014.

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.

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