

Clovis Oncology, Inc.
Form 4
November 22, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEW ENTERPRISE ASSOCIATES
13 LP

(Last) (First) (Middle)

**1954 GREENSPRING
DRIVE, SUITE 600**

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/21/2011		C		1,726,248	A	<u>(1)</u> 1,726,248
Common Stock	11/21/2011		C		377,124	A	<u>(3)</u> 2,103,372
Common Stock	11/21/2011		P		1,316,299	A	\$ 13 3,419,671

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
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SEC 1474
(9-02)

number.

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A-1 Preferred Stock	<u>(1)</u>	11/21/2011		C	1,186,897	<u>(1)</u>	<u>(1)</u>	Common Stock	409,27
Series A-2 Preferred Stock	<u>(1)</u>	11/21/2011		C	1,206,897	<u>(1)</u>	<u>(1)</u>	Common Stock	416,17
Series B Preferred Stock	<u>(1)</u>	11/21/2011		C	2,612,330	<u>(1)</u>	<u>(1)</u>	Common Stock	900,80
5% Convertible Notes due 2012	<u>(3)</u>	11/21/2011		C	377,124	<u>(3)</u>	<u>(3)</u>	Common Stock	377,12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ENTERPRISE ASSOCIATES 13 LP 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA 13 GP, Ltd 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA Partners 13, Limited Partnership 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Louis Citron,
attorney-in-fact

11/22/2011

__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 Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock automatically converted into the Issuer's Common Stock, on a 2.9 for 1 basis (inadvertently reported as a 1 for 1 basis on Form 3, filed November 15, 2011), immediately prior to the closing of the Issuer's initial public offering on November 21, 2011 and had no expiration date.

- The shares are directly held by New Enterprise Associates 13, L.P. ("NEA 13") and are indirectly held by NEA Partners 13, L.P. ("NEA Partners 13"), the sole general partner of NEA 13, NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13 and each of the individual directors of NEA 13 LTD (NEA Partners 13, NEA 13 LTD and the individual directors of NEA 13 LTD (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors of NEA 13 LTD are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Patrick J. Kerins, Krishna "Kittu" Kolluri, C. Richard Kramlich, David M. Mott, Scott D. Sandell, Ravi Viswanathan and Harry R. Weller. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Indirect Reporting Persons have no pecuniary interest.
- (2)

- (3) The outstanding principal and accrued and unpaid interest on the Convertible Notes automatically converted into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering at the Issuer's initial public offering price per share.

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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