

MOTT DAVID M  
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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MOTT DAVID M

(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)  
\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/21/2011                              |                                                             | C                                       | 1,726,248                                                               | A <u>11</u> 1,726,248                                                                                              | I                                                                          | See Note<br>2 <u>(2)</u>                                          |
| Common<br>Stock                       | 11/21/2011                              |                                                             | C                                       | 377,124                                                                 | A <u>(3)</u> 2,103,372                                                                                             | I                                                                          | See Note<br>2 <u>(2)</u>                                          |
| Common<br>Stock                       | 11/21/2011                              |                                                             | P                                       | 1,316,299                                                               | A \$ 13 3,419,671                                                                                                  | I                                                                          | See Note<br>2 <u>(2)</u>                                          |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Series A-1<br>Preferred<br>Stock                    | <u>(1)</u>                                                            | 11/21/2011                              |                                                             | C                                       |                                                                                                        | 1,186,897                                                      |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 409,27                     |
| Series A-2<br>Preferred<br>Stock                    | <u>(1)</u>                                                            | 11/21/2011                              |                                                             | C                                       |                                                                                                        | 1,206,897                                                      |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 416,17                     |
| Series B<br>Preferred<br>Stock                      | <u>(1)</u>                                                            | 11/21/2011                              |                                                             | C                                       |                                                                                                        | 2,612,330                                                      |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 900,80                     |
| 5%<br>Convertible<br>Note due<br>2012               | <u>(3)</u>                                                            | 11/21/2011                              |                                                             | C                                       |                                                                                                        | 377,124                                                        |     | <u>(3)</u>                                                          | <u>(3)</u>         | Common<br>Stock | 377,12                     |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
| MOTT DAVID M<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>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).

Each share of Series A-1 Preferred Stock, Series A-2 Preferred Stock and Series B Preferred Stock automatically converted into the  
(1) 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.

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(2) The Reporting Person is a director of NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13, L.P., ("NEA Partners 13"), the sole general partner of New Enterprise Associates 13, L.P. ("NEA 13"), which is the direct beneficial owner of the securities. The Reporting Person disclaims 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 Reporting Person has no pecuniary interest.

(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.

(4) The Reporting Person is a director of NEA 13 LTD, the sole general partner of NEA Partners 13, the sole general partner of NEA 13, which is the holder of the Convertible Notes. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the Convertible Notes in which the Reporting Person has no pecuniary interest.

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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