

Dermira, Inc.
Form 4
October 08, 2014

FORM 4

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

OMB APPROVAL

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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 *
CRAVES FRED B

(Last) (First) (Middle)

**C/O DERMIRA, INC., 2055
WOODSIDE ROAD**

(Street)

REDWOOD CITY, CA 94061

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	10/08/2014		C		3,356,337	A	\$ 0 (1) 3,373,255	See footnote (2)
Common Stock	10/08/2014		P		67,820	A	\$ 16 3,441,075	See footnote (2)
Common Stock	10/08/2014		C		63,958	A	\$ 0 (1) 64,280	See footnote (3)
Common Stock	10/08/2014		P		1,292	A	\$ 16 65,572	See footnote

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C		2,337,590	<u>(1)</u>	<u>(4)</u>	Common Stock	2,337,590
Series A Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C		44,545	<u>(1)</u>	<u>(4)</u>	Common Stock	44,545
Series B Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C		643,066	<u>(1)</u>	<u>(4)</u>	Common Stock	643,066
Series B Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C		12,254	<u>(1)</u>	<u>(4)</u>	Common Stock	12,254
Series C Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C		375,681	<u>(1)</u>	<u>(4)</u>	Common Stock	375,681
Series C Preferred Stock	\$ 0 ⁽¹⁾	10/08/2014		C		7,159	<u>(1)</u>	<u>(4)</u>	Common Stock	7,159

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAVES FRED B C/O DERMIRA, INC. 2055 WOODSIDE ROAD	X			

REDWOOD CITY, CA 94061

Signatures

/s/ Fred B.

10/08/2014

Craves

__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).

In connection with the consummation of the Issuer's initial public offering on October 8, 2014, each share of Preferred Stock
(1) automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.

The securities are held directly by Bay City Capital Fund V, L.P. ("Fund V"). Dr. Craves disclaims beneficial ownership over the securities owned by Fund V, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Bay City Capital LLC, which is the manager of Fund V's general partner, Bay City Capital Management V LLC.
(2)

The securities are held directly by Bay City Capital Fund V Co-Investment Fund, L.P. ("Co-Investment V"). Dr. Craves disclaims beneficial ownership over the securities owned by Co-Investment V, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in the securities by virtue of the limited liability company interests he owns in Bay City Capital LLC, which is the manager of Co-Investment V's general partner, Bay City Capital Management V LLC.
(3)

(4) None.

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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