

BELLICUM PHARMACEUTICALS, INC

Form 4

December 19, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Slawin Kevin M.

(Last) (First) (Middle)

C/O BELLICUM
PHARMACEUTICALS, INC., 2130
W. HOLCOMBE BLVD., STE. 800

(Street)

HOUSTON, TX 77030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BELLICUM
PHARMACEUTICALS, INC
[BLCM]

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2014

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)
CMO and CTO

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Warrant to Purchase Series C Preferred Stock (right to buy)	\$ 6	12/17/2014		X		25,277		08/22/2014	08/22/2019 ⁽¹⁾	Series C Preferred Stock
Series C Convertible Preferred Stock	<u>(2)</u>	12/17/2014		X		25,277		<u>(3)</u>	<u>(3)</u>	Common Stock
Warrant to Purchase Series C Preferred Stock (right to buy)	\$ 6	12/17/2014		X		71,063		08/22/2014	08/22/2019 ⁽¹⁾	Series C Preferred Stock
Series C Convertible Preferred Stock	<u>(2)</u>	12/17/2014		X		71,063		<u>(3)</u>	<u>(3)</u>	Common Stock
Warrant to Purchase Series C Preferred Stock (right to buy)	\$ 6	12/17/2014		X		61,933		08/22/2014 ⁽¹⁾	08/22/2019 ⁽¹⁾	Series C Preferred Stock
Series C Convertible Preferred Stock	<u>(2)</u>	12/17/2014		X		61,933		<u>(3)</u>	<u>(3)</u>	Common Stock
Warrant to Purchase Series C Preferred Stock	\$ 6	12/17/2014		X		17,311		08/22/2014	08/22/2019 ⁽¹⁾	Series C Preferred Stock

Stock (right to buy)

Series C
Convertible Preferred Stock

(2)

12/17/2014

X

17,311

(3)

(3)

Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Slawin Kevin M. C/O BELLICUM PHARMACEUTICALS, INC. 2130 W. HOLCOMBE BLVD., STE. 800 HOUSTON, TX 77030	X		CMO and CTO	

Signatures

/s/ Kevin M.
Slawin, M.D.

12/19/2014

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) Upon the date immediately following the date of the effectiveness of the initial public offering of the Issuer, on or prior to March 31, 2015, this Warrant will be terminated if not previously exercised.

(2) The Preferred Stock is convertible at any time.

(3) The Series C Convertible Preferred Stock (the "Preferred Stock") are convertible into the Issuer's common stock at a conversion rate of 1 share of common stock for each 1.7 shares of Preferred Stock and have no expiration date.

(4) The Reporting Person's spouse is trustee of the Jordana Slawin 2012 Family Trust. The Reporting Person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(5) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(6) The Reporting Person is a managing partner of the 2009 Slawin Family Partnership that owns the reported securities. The Reporting Person has the dispositive power and control over the securities held by such partnership. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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