

HEALY JAMES
Form 4
March 08, 2010

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 *
HEALY JAMES

2. Issuer Name and Ticker or Trading Symbol
Anthera Pharmaceuticals Inc
[ANTH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2010

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

C/O ANTHERA
PHARMACEUTICALS,
INC., 25801 INDUSTRIAL
BOULEVARD, SUITE B

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HAYWARD, CA 94545

(City) (State) (Zip)

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)
Common Stock					20,443	D	
Common Stock	03/04/2010		C	384,175 A <u>(1)</u>	404,618	I	See footnote <u>(2)</u>
Common Stock	03/04/2010		C	828,323 A <u>(3)</u>	1,232,941	I	See footnote <u>(2)</u>

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Common Stock	03/04/2010		C	864,855	A	(4)	2,097,796	I	See footnote (2)
Common Stock	03/04/2010		C ⁽⁸⁾	236,032	A	\$ 5.25	2,333,828	I	See footnote (2)
Common Stock	03/04/2010		C ⁽⁸⁾	350,056	A	\$ 5.25	2,683,884	I	See footnote (2)
Common Stock	03/04/2010		C ⁽⁸⁾	155,127	A	\$ 6.58	2,839,011	I	See footnote (2)
Common Stock	03/04/2010		A	744,496	A	\$ 6.58	3,583,507	I	See footnote (2)
Common Stock	03/04/2010		A	420,166	A	\$ 7	4,003,673	I	See footnote (2)
Common Stock	03/04/2010		A	83,246	A	\$ 7	4,086,919	I	See footnote (9)
Common Stock	03/04/2010		A	5,727	A	\$ 7	4,092,646	I	See footnote (10)

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 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series A-2 Convertible Preferred Stock	(1)	03/04/2010		C	384,175	(1)	(5)	Common Stock

Series B-1 Convertible Preferred Stock	(3)	03/04/2010	C	828,323	(3)	(5)	Common Stock
Series B-2 Convertible Preferred Stock	(4)	03/04/2010	C	864,855	(4)	(5)	Common Stock
Stock Purchase Warrant	\$ 7	03/04/2010	A	42,167	(6)	07/17/2014	Common Stock
Stock Purchase Warrant	\$ 7	03/04/2010	A	63,251	(7)	09/09/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEALY JAMES C/O ANTHERA PHARMACEUTICALS, INC. 25801 INDUSTRIAL BOULEVARD, SUITE B HAYWARD, CA 94545	X			

Signatures

/s/ Nathalie Auber,
Attorney-in-Fact

03/08/2010

**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-2 Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.

Shares are held by Sofinnova Venture Partners VI, L.P. ("SV VI"). Sofinnova Management VI, L.L.C. ("SV VI LLC") is the general partner of SV VI, and James I. Healy, a director of the issuer, Michael F. Powell, Alain L. Azan and Eric P. Buatois, the managing members of SV VI LLC, may be deemed to share voting and dispositive power over the shares held by SV VI. Such persons and entities disclaim beneficial ownership of shares held by SV VI except to the extent of any pecuniary interest therein.
- (2) Each share of Series B-1 Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.
- (3) Each share of Series B-2 Convertible Preferred Stock was automatically converted into one share of Common Stock upon the closing of the Issuer's initial public offering.
- (4) The Series A-2, Series B-1 and Series B-2 Convertible Preferred Stock have no expiration date.
- (5) The warrants were issued on July 17, 2009 and are immediately exercisable, subject to the satisfaction of certain conditions.
- (6) The warrants were issued on September 9, 2009 and are immediately exercisable, subject to the satisfaction of certain conditions.
- (7) The warrants were issued on September 9, 2009 and are immediately exercisable, subject to the satisfaction of certain conditions.

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(8) The Common Stock was acquired upon conversion of a Senior Secured Convertible Promissory Note exempt from the definition of a derivative security and whose conversion ratio did not become fixed until automatic conversion at the time of the closing of the Issuer's initial public offering.

(9) Shares are held by Sofinnova Venture Partners VI Gmbh KG ("SFV Gmbh IV"). SV VI LLC is the general partner of SFV Gmbh IV, and James I. Healy, a director of the issuer, Michael F. Powell, Alain L. Azan and Eric P. Buatois, the managing members of SV VI LLC, may be deemed to share voting and dispositive power over the shares held by SFV Gmbh IV. Such persons and entities disclaim beneficial ownership of shares held by SV VI except to the extent of any pecuniary interest therein.

(10) Shares are held by Sofinnova Venture Affiliates VI L.P. ("SVA"). SV VI LLC is the general partner of SVA, and James I. Healy, a director of the issuer, Michael F. Powell, Alain L. Azan and Eric P. Buatois, the managing members of SV VI LLC, may be deemed to share voting and dispositive power over the shares held by SVA. Such persons and entities disclaim beneficial ownership of shares held by SV VI except to the extent of any 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. 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.