

Mulroy Robert J.
Form 5
February 13, 2013

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Mulroy Robert J.

2. Issuer Name and Ticker or Trading Symbol
MERRIMACK
PHARMACEUTICALS INC
[MACK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

C/O MERRIMACK
PHARMACEUTICALS,
INC., ONE KENDALL SQUARE,
SUITE B7201

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CAMBRIDGE, MA 02139

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock ⁽⁴⁾ | 04/03/2012 | ^ | C4 | 142,850 A \$ ⁽¹⁾ | 748,669 | I | By Trust |
| Common Stock ⁽⁴⁾ | 04/03/2012 | ^ | C4 | 17,142 A \$ ⁽²⁾ | 765,811 | I | By Trust |
| | 06/15/2012 | ^ | M | 75,000 A | 840,811 | D | ^ |

Common Stock ⁽⁵⁾ \$ 2.19

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

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|---------|--|------------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series D Convertible Preferred Stock ⁽³⁾ | ^ | ^ | ^ | 3 | ^ | ^ | ^ ⁽¹⁾ | ^ ⁽¹⁾ | Common Stock 142,8 |
| Series G Convertible Preferred Stock ⁽³⁾ | ^ | ^ | ^ | 3 | ^ | ^ | ^ ⁽²⁾ | ^ ⁽²⁾ | Common Stock 17,1 |
| Series D Convertible Preferred Stock ⁽⁴⁾ | ^ | 04/03/2012 | ^ | C4 | ^ | 142,850 | ^ ⁽¹⁾ | ^ ⁽¹⁾ | Common Stock 142,8 |
| Series G Convertible Preferred Stock ⁽⁴⁾ | ^ | 04/03/2012 | ^ | C4 | ^ | 17,142 | ^ ⁽²⁾ | ^ ⁽²⁾ | Common Stock 17,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mulroy Robert J. C/O MERRIMACK PHARMACEUTICALS, INC. ONE KENDALL SQUARE, SUITE B7201 CAMBRIDGE, MA 02139 | ^ X | ^ | ^ President and CEO | ^ |

Signatures

/s/ Jeffrey A. Munsie,
attorney-in-fact

02/13/2013

__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 D Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (2) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.
- (3) These shares are held by a family trust of which the reporting person is a trustee. Such shares were inadvertently omitted from the reporting person's Form 3 filed on February 1, 2012.
- (4) These shares are held by a family trust of which the reporting person is a trustee. This transaction was inadvertently omitted from the reporting person's Form 4 filed on April 5, 2012.
- (5) This transaction was initially reported on a Form 4 filed by the reporting person on June 19, 2012 and is being amended to correct the amount of securities beneficially owned following the reported transaction.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.