

Clovis Oncology, Inc.
Form 4
May 15, 2015

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 *
BARRETT M JAMES

(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)
05/14/2015

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	05/14/2015		J(1)		1,139,891	D	\$ 0	1,139,890	I	See Note 2 (2)
Common Stock	05/14/2015		J(3)		11,399	A	\$ 0	11,399	I	See Note 4 (4)
Common Stock	05/14/2015		J(5)		11,399	D	\$ 0	0	I	See Note 4 (4)
Common Stock	05/14/2015		J(6)		287	A	\$ 0	574	D	
Common Stock	05/14/2015		J(7)		287	A	\$ 0	574	I	See Note 8 (8)

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Common Stock	05/14/2015		J ⁽⁹⁾	2,424	A	\$ 0	2,424	I	See Note 10 ⁽¹⁰⁾
Common Stock	05/15/2015		S	500	D	\$ 91.864 ⁽¹¹⁾	1,924	I	See Note 10 ⁽¹⁰⁾
Common Stock	05/15/2015		S	1,924	D	\$ 92.5713 ⁽¹²⁾	0	I	See Note 10 ⁽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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	X			

Signatures

/s/ Sasha Keough,
attorney-in-fact

05/15/2015

__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) New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,139,891 shares of common stock of the Issuer to its general partner and its limited partners on May 14, 2015.
- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of NEA 13, the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares held by NEA 13, except to the extent of his pecuniary interest therein.
- (3) NEA Partners 13 received 11,399 shares of common stock of the Issuer in the distribution by NEA 13 on May 14, 2015.
- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the shares held by NEA Partners 13, except to the extent of his pecuniary interest therein.
- (4) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 11,399 shares of common stock of the Issuer to its limited partners on May 14, 2015.
- (5) M. James Barrett and April Barrett received 287 shares of common stock of the Issuer in the distribution by NEA Partners 13 on May 14, 2015.
- (6) Barrett 2006 Family Trust received 287 shares of common stock of the Issuer in the distribution by NEA Partners 13 on May 14, 2015.
- The securities are directly held by the Barrett 2006 Family Trust. 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 securities of the Issuer held by the Barrett 2006 Family Trust in which the Reporting Person has no pecuniary interest.
- (7) New Enterprise Associates, LLC ("NEA LLC") received 2,424 shares of common stock of the Issuer in the distribution by NEA Partners 13 on May 14, 2015.
- (8) The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the 1934 Act, as amended, or otherwise of the shares held by NEA LLC, except to the extent of his pecuniary interest therein.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.76 to \$92.04 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (11) to this Form 4.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.15 to \$93 inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (12) to this Form 4.
- (11)
- (12)

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.