

AVEO PHARMACEUTICALS INC

Form 3

May 17, 2016

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â Growth Equity Opportunities
IV, LLC

(Last) (First) (Middle)

1954 GREENSPRING DRIVE,
SUITE 600,Â

(Street)

TIMONIUM,Â MDÂ 21093

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
05/13/20163. Issuer Name **and** Ticker or Trading Symbol

AVEO PHARMACEUTICALS INC [AVEO]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

10,362,694

D (1) (2) ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Common Stock Warrants (right to buy)	Â (3)	05/16/2021	Common Stock	10,362,694	\$ 1	D (1) (2) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Growth Equity Opportunities IV, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
New Enterprise Associates 15, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
NEA Partners 15, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â
NEA 15 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM,Â MDÂ 21093	Â	Â X	Â	Â

Signatures

/s/ Sasha Keough,
attorney-in-fact

05/17/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares are directly held by Growth Equity Opportunities Fund IV, LLC ("GEO IV") and indirectly held by New Enterprise Associates 15, L.P. ("NEA 15"), the sole member of GEO IV, NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15, NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15, and the individual managers of NEA 15 GP (NEA 15, NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP, together, the "Indirect Reporting Persons").

The individual managers of NEA 15 GP are Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Krishna "Kittu" Kolluri, Josh Makower, David M. Mott, Jon Sakoda, Scott D. Sandell, Peter W. Sonsini, Ravi Viswanathan and Harry R. Weller. The Indirect
(2) Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by GEO IV in which the Indirect Reporting Persons have no pecuniary interest.

(3) The Warrants are immediately exercisable upon issuance.

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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