

MIRAGEN THERAPEUTICS, INC.

Form 3

February 13, 2017

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Atlas Venture Fund VII L P</p> <p>(Last) (First) (Middle)</p> <p>25 FIRST STREET, STE 303</p> <p>(Street)</p> <p>CAMBRIDGE,Â MAÂ 02141</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/13/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MIRAGEN THERAPEUTICS, INC. [MGEN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
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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	3,142,580 <u>(1)</u>	D <u>(2)</u> <u>(3)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atlas Venture Fund VII L P 25 FIRST STREET, STE 303 CAMBRIDGE, MA 02141	^	^ X	^	^

Signatures

Atlas Venture Fund VII, L.P. By: Atlas Venture Associates VII, L.P., its general partner By: 02/13/2017
 Atlas Venture Associates VII, Inc., its general partner By: /s/Frank Castellucci, Secretary

__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) Shares of common stock of the corporation then known as Miragen Therapeutics, Inc. ("Old Miragen") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among the Issuer, Signal Merger Sub, Inc. and Old Miragen (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into 0.7031 shares of the Issuer's common stock.
- Represents 4,469,607 shares of common stock of Old Miragen prior to conversion pursuant to the Merger Agreement including: 83,250 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of 2,661,454 shares of
- (2) Series A preferred stock of Old Miragen, 479,401 shares of Series B preferred stock of Old Miragen and 1,245,502 shares of Series C preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock.
- (3) The shares are held by Atlas Venture Fund VII, L.P. ("Atlas Venture VII"). Atlas Venture Associates VII, L.P. ("AVA VII LP") is the general partner of Atlas Venture VII, and Atlas Venture Associates VII, Inc. ("AVA VII Inc.") is the general partner of AVA VII LP. Each of AVA VII LP and AVA VII Inc. disclaims Section 16 beneficial ownership of the securities held by Atlas Venture VII, except to the extent of its pecuniary interest therein, if any.

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.