

FORMELA JEAN FRANCOIS
Form 4
October 24, 2012

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 *
FORMELA JEAN FRANCOIS

2. Issuer Name and Ticker or Trading Symbol
ARCA biopharma, Inc. [ABIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ATLAS VENTURE, 25 FIRST STREET, SUITE 303

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2012

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

(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

CAMBRIDGE, MA 02141

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/22/2012 | | A | 317,379 A \$ 0.3939 | 1,579,542 ⁽¹⁾ | I | See Foonote ⁽¹⁾ |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Common Stock Warrants (right to buy) | \$ 0.3001 | 10/22/2012 | | A | 238,034 | 10/25/2012 ⁽²⁾ 10/25/2017 | Common Stock | 238,034 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORMELA JEAN FRANCOIS C/O ATLAS VENTURE 25 FIRST STREET, SUITE 303 CAMBRIDGE, MA 02141 | X | X | | |

Signatures

/s/ Frank Castellucci,
Attorney-in-Fact

10/24/2012

**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) Includes 1,262,163 shares of Common Stock held by Atlas Venture Fund VII, L.P. prior to the reported transaction. Atlas Venture Associates VII, L.P. or AVA VII, L.P. is the sole general partner of AV VII. Each Atlas VII and AVA VII LP disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. Dr. Formela is a Partner with Atlas Venture and disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) The warrants are fully vested and exercisable upon issuance and have a contractual term of 5 years.

(3) Includes warrants to purchase 75449 shares of common stock held by Atlas Venture Fund VII, L.P. prior to the reported transaction. Atlas Venture Associates VII, L.P. or AVA VII, L.P. is the sole general partner of AV VII. Each Atlas VII and AVA VII LP disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. Dr. Formela is a Partner with Atlas Venture and disclaims beneficial ownership of such shares except to the extent of his 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.

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