

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 MedImmune Ventures, Inc.

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE MEDIMMUNE WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

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

GAITHERSBURG, MD 20878

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 | 04/01/2014 | | C | | 1,376,461 | A | 1,376,461 |
| Common Stock | 04/01/2014 | | P(2) | | 75,735 | A | \$ 12 (2) 1,452,196 |

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)

| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-------------|--|-----------------|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series A-1A Convertible Preferred Stock | (1) | 04/01/2014 | | C | | 11,478,652 | (1) | (3) | Common Stock |
| Series B-1 Convertible Preferred Stock | (1) | 04/01/2014 | | C | | 6,409,436 | (1) | (3) | Common Stock |
| Series B-2 Convertible Preferred Stock | (1) | 04/01/2014 | | C | | 11,893,926 | (1) | (3) | Common Stock |
| Series B-3 Convertible Preferred Stock | (1) | 04/01/2014 | | C | | 5,699,111 | (1) | (3) | Common Stock |
| Series B-1 Warrant (Right to Buy) | \$ 0.1297 (4) | 04/01/2014 | | C | | 416,361 (4) | (5) | 05/02/2017 | Series B Convertible Preferred Stock |
| Common Stock Warrant (Right to Buy) | \$ 4.54 (4) | 04/01/2014 | | C | | 11,896 (4) | (5) | 05/02/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MedImmune Ventures, Inc. ONE MEDIMMUNE WAY GAITHERSBURG, MD 20878 | | X | | |

Signatures

/s/ Hemmie Chang, attorney-in-fact for MedImmune
Ventures, Inc.

04/01/2014

__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 convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.
- (2) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.
- (3) Not applicable.
- (4) Each share of Series B-1 convertible preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering on a 1-for-35 basis.
- (5) Warrant was fully exercisable upon original issue.

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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