#### Edgar Filing: Flexion Therapeutics Inc - Form 4

June 22, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION The long of the public of the securities and the securities is the securities of 1934, and the securities are securities in the long of the public of the public of the public of the securities is the securities the	Flexion The Form 4	erapeutics Inc											
CURING 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 2053/OMB Mashington, D.C. 2053/Check this box if no longer subject to section 16. Form 3 of obligations any continue. Section 17(a) of the Chukoff of the Securities Exchange Act of 1934, of the Public Utility Holding Company Act of 1935 or Section 16.OMB Exprime 73295-0287 		16											
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The pursuant to Securit 10 (2) of the Securities Exchange Act of 1954), may continue. Section 17(a) of the Public Utility Holding Company Act of 1955 or Section see Instruction 1(b).(Print or Type Responses)1. Name and Address of Reporting Person $\stackrel{*}{:}$ 2. Issuer Name and Ticker or Trading Symbol Flexion Therapeutics Inc [FLXN](Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Check all applicable)(Lass)(Lass)(Lass)(Lass)(Lass)(Lass)(Check all applicable)(Lass)(Lass)(Lass)(Street)(Street)(Street)(Street)(Lass)(Lass)(Lass)(Lass)(Street)(Street)(Street)(Street)(Street)(Street)(Street)(Street)(City <td></td> <td></td> <td></td> <td>a ation -</td> <td>16(a) af 6</td> <td>h . C</td> <td>4: a a T</td> <td>7</td> <td>A = 4 = f = 1024</td> <td></td> <td></td>				a ation -	16(a) af 6	h . C	4: a a T	7	A = 4 = f = 1024				
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Name and Address of Reporting Person1. Name and Address of Reporting Person2. Issuer Name and Ticker or Trading Symbol Flexion Therapeutics Inc [FLXN]8. Relationship of Reporting Person(s) to Issuer(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year)(Check all applicable)C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 3013. Fit end frequencies Field(Month/Day/Year)6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by More than One Reporting Person7. Nature of Some of the person person PersonBURLINGTON, MA 018032. Transaction Date any (Month/Day/Year)3. A Execution Date, if any (Month/Day/Year)3. A S Sock4. Scurities Acquired (A) or (Instr. 4)6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by More than One Reporting Person7. Nature of Other reporting Person(City)(State)(Zip)Table I - Non-Derivative Securities Acquired (A) Code (Instr. 8)5. Amount of or Code (Instr. 8)6. mount of or A and 5)6. Mount of Omership Or Indirect Porming Person7. Nature of Ownership Or Indirect Porming PersonCommon Stock06/20/2016P3.433A $\frac{8}{13,7043}$ 6.778DCommon Stock06/21/2016P3.3423A $\frac{8}{13,6223}$ 20,000D						-							
COLELLA SAMUEL D     Symbol Flexion Therapeutics Inc [FLXN]     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     (Check all applicable)       C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 301     3. Date of Earliest Transaction (Month/Day/Year)     -X. Director below)     -X. Point Filled by One Pepring Person -Form filed by One Reporting Person -Form filed by One Reporting Person -Form filed by One than One Reporting Person     -X. Form filed by One Reporting Person -Form filed by One than One Reporting Person -Form filed by One reported -													
Fixed Fixed Fixed Therapeutics Inc Fixed Therapeutics Inc Fixed Source (Last)(Check all applicable)(Last)(First)(Middle)3. Date of Earliest Transaction (Month/Day/Year) $-X_{-}$ Director below) <th< td=""><td></td><td></td><td>Person <u>*</u></td><td>2. Issue</td><td>er Name <b>an</b></td><td>d Ticker or</td><td>Trad</td><td>0</td><td>-</td><td>Reporting Pers</td><td>on(s) to</td></th<>			Person <u>*</u>	2. Issue	er Name <b>an</b>	d Ticker or	Trad	0	-	Reporting Pers	on(s) to		
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 301       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director below)       -X_Director (Birled Worker Intervention Interventinterent Intervention Intervention Interventint	COLELLA	A SAMUEL D		-	n Therane	eutics Inc	(FL)						
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INC., 10 MALL ROAD, SUITE 301       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 	~ /		,										
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Filed(Month/Day/Year)       Applicable Line)       Applicable Line)       Applicable Line)         Citiv       (X form filed by One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired (A)       Securities Disposed of (D)         1.Title of       2. Transaction Date       2A. Deemed       3.       4. Securities       Acquired (A)       5. Amount of       6.       7. Nature of         Security       2. Transaction Date       2A. Deemed       3.       4. Securities       Capitred (Instr. 3)       5. Amount of       6.       7. Nature of         Indirect       Code       V       Amount       0       Pransaction:       S. Amount of       6.       7. Nature of         Continuon       06/20/2016       P       3.435       A       \$13.9796       3.435       D         Common       06/20/2016       P       3.3433       A       \$13.7043       6.778       D         Common       06/21/2016       P       13.222       A       \$13.6223       20,000       D       File	INC., 10 M		IE 301	4 10 4	1		1		2 T 1 1 T 1				
NA 01803         (City)       (State)       (Zip)       Tat= totstocket totstoc		(Street)				-	al						
Instruction, MA 01805       Person         (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.       4. Securities Acquired (A) (Instr. 4)       5. Amount of Downership Beneficially Owned (Instr. 4)       7. Nature of Direct (Instr. 4)         Common Stock       06/20/2016       P       3.435       A       13.09796       3.435       D         Common Stock       06/21/2016       P       3.343       A       13.07043       6.778       D         Common Stock       06/21/2016       P       13.222       A       13.6223       20,000       D				1 1100(111	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				_X_ Form filed by One Reporting Person				
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Stock 13.7583		06/21/2016			Р	4,600	А			D			

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					(4)			
Common Stock	06/21/2016	Р	504	A	\$ 13.6523 (5)	25,104	D	
Common Stock	06/21/2016	Р	400	A	\$ 13.7078 (6)	25,504	D	
Common Stock						3,511,670	I	See Footnote (7)
Common Stock						20,739	I	See Footnote
Common Stock						388,683	I	See Footnote

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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. Transactic Code (Instr. 8)	of	Expiration D (Month/Day/ e			e and int of :lying ities 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

#### Relationships

**Reporting Owner Name / Address** 

Director 10% Owner Officer Other COLELLA SAMUEL D C/O FLEXION THERAPEUTICS, INC. 10 MALL ROAD, SUITE 301 BURLINGTON, MA 01803

X

#### Signatures

/s/ Samuel D. 06/22/2016 Colella

<u>\*\*</u>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).
- The weighted average sale price for the transaction reported was \$13.9796206, and the range of prices were between \$13.965 and \$14.00.(1) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.
- The weighted average sale price for the transaction reported was \$13.7043, and the range of prices were between \$13.34 and \$13.99.(2) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.
- The weighted average sale price for the transaction reported was \$13.6223, and the range of prices were between \$13.41 and \$14.175.(3) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.

The weighted average sale price for the transaction reported was \$13.7583, and the range of prices were between \$13.65 and \$13.82.

- (4) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.
- The weighted average sale price for the transaction reported was \$13.6523, and the range of prices were between \$13.62 and \$13.69. (5) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased
- at each separate price will be provided. The weighted average sale price for the transaction reported was \$13.7078, and the range of prices were between \$13.701546 and \$13.71.
- (6) Upon request by the SEC staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.
- The shares are held by Versant Venture Capital III, L.P. ("VVC III"). The Reporting Person is a managing member of Versant Ventures
  (7) III, LLC ("VV III"), the sole general partner of VVC III and shares voting and dispositive power over the shares held by VVC III; however, he disclaims beneficial ownership of the shares held by such entity except to the extent of his pecuniary interests therein.
- The shares are held by Versant Side Fund III, L.P. ("Side Fund III"). The Reporting Person is a managing member of VV III, the sole general partner of Side Fund III and shares voting and dispositive power over the shares held by Side Fund III; however, he disclaims beneficial ownership of the shares held by such entity except to the extent of his pecuniary interests therein.
- The shares are held by Versant Development Fund III, LLC ("Development III"). The Reporting Person is a managing member of VV III,
   (9) a majority member of Development III and shares voting and dispositive power over the shares held by Development III; however, he disclaims beneficial ownership of the shares held by such entity except to the extent of his pecuniary interests therein.

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.