

DP VII ASSOCIATES LP

Form 4

November 21, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DP VII ASSOCIATES LP

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES,  
LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/21/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price     |                                                                                               |                                                          |                                   |
| Common Stock                    | 11/21/2011                           |                                                    | C                              |                                                                   | 6,979  | A          | <u>11</u> | 6,979                                                                                         | D                                                        |                                   |
| Common Stiock                   | 11/21/2011                           |                                                    | C                              |                                                                   | 6,979  | A          | <u>11</u> | 13,958                                                                                        | D                                                        |                                   |
| Common Stock                    | 11/21/2011                           |                                                    | C                              |                                                                   | 15,106 | A          | <u>11</u> | 29,064                                                                                        | D                                                        |                                   |
| Common Stock                    | 11/21/2011                           |                                                    | C                              |                                                                   | 6,324  | A          | <u>12</u> | 35,388                                                                                        | D                                                        |                                   |
| Common Stock                    | 11/21/2011                           |                                                    | P                              |                                                                   | 15,625 | A          | \$ 13     | 51,013                                                                                        | D                                                        |                                   |

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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.**

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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Series A-1 Preferred Stock                 | <u>(1)</u>                                             | 11/21/2011                           |                                                    | C                              | 20,240                                                                                  | <u>(1)</u> <u>(1)</u>                                    | Common Stock                                                  | 6,979                         |
| Series A-2 Preferred Stock                 | <u>(1)</u>                                             | 11/21/2011                           |                                                    | C                              | 20,240                                                                                  | <u>(1)</u> <u>(1)</u>                                    | Common Stock                                                  | 6,979                         |
| Series B Preferred Stock                   | <u>(1)</u>                                             | 11/21/2011                           |                                                    | C                              | 43,809                                                                                  | <u>(1)</u> <u>(1)</u>                                    | Common Stock                                                  | 15,106                        |
| Convertible Promissory Note                | <u>(2)</u>                                             | 11/21/2011                           |                                                    | C                              | \$ 80,229                                                                               | <u>(2)</u> <u>(2)</u>                                    | Common Stock                                                  | 6,324 <u>(2)</u>              |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                | Director      | 10% Owner | Officer | Other |
| DP VII ASSOCIATES LP<br>C/O DOMAIN ASSOCIATES, LLC<br>ONE PALMER SQUARE<br>PRINCETON, NJ 08542 |               |           | X       |       |

## Signatures

/s/Kathleen K. Schoemaker, Managing Member of One Palmer Square Associates VII, LLC,  
General Partner of DP VII Associates, L.P.

11/21/2011

\_\_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) All outstanding shares of the Issuer's preferred stock were automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- (2) The Convertible Promissory Note plus interest accrued thereon through the closing of the IPO, automatically converted into Common Stock upon the closing of the IPO, based on the IPO price of \$13.00 per share.

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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