

Corvus Pharmaceuticals, Inc.
Form SC 13D/A
January 31, 2019

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Corvus Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

221015 10 0
(CUSIP Number)

Peter Haahr
Novo Holdings A/S
Tuborg Havnevej 19

Hellerup, Denmark DK-2900

+45 3527 6592

Copy to:

B. Shayne Kennedy, Esq.

Latham & Watkins LLP

650 Town Center Drive, 20th Floor

Costa Mesa, CA 92626

Telephone: (714) 540-1235

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 28, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 221015 10 0

1. Name of Reporting Person:

Novo Holdings A/S (formerly known as Novo A/S)

2. **Check the Appropriate Box if a Member of Group (See Instructions):**

(a) (b)
3. **SEC Use Only:**

4. **Source of Funds:**

WC

5. **Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):**

6. **Citizenship or Place of Organization:**

Denmark

Number of 7. **Sole Voting Power:**

Shares

Beneficially 4,420,516
8. **Shared Voting Power:**

Owned By

Each

0

Reporting 9. **Sole Dispositive Power:**

Person

With: 4,420,516

10. **Shared Dispositive Power:**

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,420,516

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount In Row (11):

15.1% (1)

14. Type of Reporting Person:

CO

(1) Based upon 29,282,086 shares of Common Stock outstanding as of November 1, 2018, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission (the SEC) on November 1, 2018.

This amendment (Amendment No. 1), amends the Schedule 13D originally filed with the SEC on March 30, 2016 (the Schedule) to remove reference to Peter Moldt as serving as a member of the board of directors of the Issuer, update the directors and executive officers of the Reporting Person on Schedule I, and to report a change in the amount and percentage of the Issuer's Common Stock owned by the Reporting Person. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule.

2. Identity and Background

Item 2 of the Schedule is amended and replaced in its entirety as follows, including for the purpose of updating the directors and executive officers of Novo Holdings A/S and the Foundation listed on Schedule I:

(a) The reporting person is Novo Holdings A/S (Novo Holdings A/S), a Danish limited liability company that is wholly owned by Novo Nordisk Fonden (the Foundation), a Danish commercial foundation. Novo A/S changed its name to Novo Holdings A/S on June 23, 2017. Novo Holdings A/S is the holding company in the group of Novo companies (currently comprised of Novo Nordisk A/S, Novozymes A/S and NNIT A/S) and is responsible for managing the Foundation's assets, including its financial assets. Based on the governance structure of Novo Holdings A/S and the Foundation, the Foundation is not deemed to have any beneficial ownership of the securities of the Issuer held by Novo Holdings A/S.

The name of each director and executive officer of both Novo Holdings A/S and the Foundation is set forth on Schedule I to this Amendment No. 1.

(b) The business address of both Novo Holdings A/S and the Foundation is Tuborg Havnevej 19, 2900 Hellerup, Denmark. The residence or business address of each director and executive officer of both Novo Holdings A/S and the Foundation is set forth on Schedule I to this Amendment No. 1.

(c) Novo Holdings A/S, a holding company that is responsible for managing the Foundation's assets, provides seed and venture capital to development stage companies and invests in well-established companies within the life science and biotechnology sector. The Foundation is a Danish self-governing and profit-making foundation, whose objectives are to provide a stable basis for commercial and research activities undertaken by the group of Novo companies and to support scientific, humanitarian and social purposes through grants.

(d) Within the last five years, neither Novo Holdings A/S, the Foundation, nor any person named in Schedule I has been convicted in any criminal proceedings.

(e) Within the last five years, neither Novo Holdings A/S, the Foundation, nor any person named in Schedule I was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule is amended and replaced in its entirety as follows:

(a) Novo Holdings A/S beneficially owns 4,420,516 shares of Common Stock (the Novo Shares), representing approximately 15.1% of the Issuer's outstanding Common Stock, based upon 29,282,086 shares of Common Stock outstanding as of November 1, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on November 1, 2018.

Item 5(b) of the Schedule is amended and replaced in its entirety as follows:

(b) Novo Holdings A/S is a Danish limited liability company wholly owned by the Novo Nordisk Foundation. Novo Holdings A/S, through its Board of Directors (the Novo Board), has the sole power to vote and dispose of the Novo Shares. The Novo Board, currently comprised of Lars Rebien Sorensen, Steen Riisgaard, Francis Cuss, Jean-Luc Butel, Jeppe Christiansen and Vivian Monges, may exercise voting and dispositive control over the Novo Shares only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares. Except as described in this Amendment No. 1, neither the Foundation nor any person listed on Schedule I has the power to direct the vote as to, or the disposition of the Novo Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2019

Novo Holdings A/S

/s/ Peter Haahr

By: Peter Haahr

Its: Chief Financial Officer

Schedule I

Information regarding each director and executive officer of both Novo Holdings A/S and the Novo Nordisk Foundation is set forth below.

Novo Holdings A/S

| Name, Title | Address | Principal Occupation | Citizenship |
|---|--|--|--------------------|
| Lars Rebien Sørensen, Chairman of the Board | Christianholms Tværvej 27 2930 Klampenborg Denmark | Professional Board Director | Denmark |
| Steen Riisgaard, Vice Chairman of the Board | Hestetangsvej 155, 3520 Farum, Denmark | Professional Board Director | Denmark |
| Jean-Luc Butel, Director | 235 Arcadia Road, #03-04, 28984 Singapore | Global Healthcare Advisor, President, K8 Global Pte Ltd. | Singapore |
| Jeppe Christiansen, Director | Kollemosevej 37, 2830 Virum, Denmark | Chief Executive Officer, Fondsmaeglerselskabet Maj Invest A/S | Denmark |
| Francis Michael Cyprian Cuss, Director | 111 Rippling Brook Way, Bernardsville, NJ 07924 USA | Former Executive Vice President and Chief Scientific Officer of Bristol-Myers Squibb | United Kingdom |
| Viviane Monges, Director | Chemin de Craivavers 32, 1012 Lausanne, Switzerland | Professional Board Director | France |
| Kasim Kutay, Chief Executive Officer of Holdings A/S | Bredgade 63, 3.th. 1260 Copenhagen K. Denmark | Chief Executive Officer of Novo Holdings A/S | United Kingdom |
| Peter Haahr, Chief Financial Officer of Novo Holdings A/S | Ordrup Have 21 2900 Charlottenlund Denmark | Chief Financial Officer of Novo Holdings A/S | Denmark |
| Thomas Dyrberg, Managing Partner Novo Ventures | Esperance Alle 10B, 2. TH 2920 Charlottenlund Denmark | Managing Partner Ventures, Novo Holdings A/S | Denmark |
| Michael Shalmi, | Stigårdsvej 4, 2900 Hellerup | | Denmark |

Edgar Filing: Corvus Pharmaceuticals, Inc. - Form SC 13D/A

| | | |
|--|---|---|
| Managing Partner | Denmark | Head of Principal Investments, Novo Holdings A/S |
| Principal Investments | | |
| Dorte Barlebo Madsen, Head of People & Organisation | Hoffmeyersvej 13 2000 Frederiksberg Denmark | Head of People & Organisation, Denmark Novo Holdings A/S |

Novo Holdings A/S

| Name, Title | Address | Principal Occupation | Citizenship |
|---|---|--|--------------------|
| Morten Beck Jørgensen, Managing Director, Financial Investments | Ellesøpark 20, 2950 Vedbæk Denmark | Managing Director, Novo Holdings A/S Financial Investments | Denmark |
| Søren Møller, Managing Partner, Novo Seeds | Ved Furesøen 9 2840 Holte Denmark | Managing Partner, Novo Seeds, Novo Holdings A/S | Denmark |

Novo Nordisk Foundation

| Name, Title | Address | Principal Occupation | Citizenship |
|--|--|---|--------------------|
| Lars Rebien Sørensen, Chairman of the Board | Christianholms Tværvej 27 2930 Klampenborg Denmark | Professional Board Director | Denmark |
| Marianne Philip, Vice Chairman of the Board | Tranegårdsvej 5 2900 Hellerup Denmark | Attorney | Denmark |
| Steen Riisgaard, Director | Hestetangsvej 155 3520 Farum Denmark | Professional Board Director | Denmark |
| Birgitte Nauntofte, Chief Executive Officer | Engbakkevej 24 2920 Charlottenlund Denmark | Chief Executive Officer, Novo Nordisk Foundation | Denmark |
| Niels Peder Nielsen, Deputy CEO | Winthersvej 10, 3480 Fredensborg Denmark | Deputy CEO, Novo Nordisk Foundation | Denmark |
| Anne Marie Kverneland, Director | Nybrovej 216 2800 Kgs. Lyngby Denmark | Laboratory technician, Novo Nordisk A/S | Denmark |

Edgar Filing: Corvus Pharmaceuticals, Inc. - Form SC 13D/A

| | | | |
|---------------------------------|--|---|---------|
| Lars Bo Køppler, Director | Anemonevej 7 3550 Slangerup Denmark | Technician, Novozymes A/S | Denmark |
| Lars Fugger, Director | 72 Staunton Road, Headington OX3 7TP Great Britain | Professor, John Radcliffe Hospital, University of Oxford, Oxford, Great Britain | Denmark |
| Lars Henrik Munch, Director | Galionsvej 46 1437 København K Denmark | Professional Board Director | Denmark |
| Mads Boritz Grøn, Director | Horsevænget 4 3400 Hillerød Denmark | Senior Lead Auditor | Denmark |
| Liselotte Højgaard, Director | Grønningen 21 1270 København K Denmark | Professor | Denmark |