

ACCELERON PHARMA INC
Form 4
June 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
George Jean

(Last) (First) (Middle)

C/O ADVANCED TECHNOLOGY VENTURE, 500 BOYLSTON STREET, SUITE 1380

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACCELERON PHARMA INC [XLRN]

3. Date of Earliest Transaction (Month/Day/Year)
06/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	06/25/2014		S ⁽¹⁾	171 ⁽²⁾ D \$ 35	1,913,383	I	See footnotes (3) (4) (5)
Common Stock	06/26/2014		S ⁽¹⁾	10,320 ⁽⁶⁾ D \$ 35.01 ⁽⁷⁾	1,903,063	I	See footnotes (3) (4) (8)

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

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SEC 1474 (9-02)

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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
George Jean C/O ADVANCED TECHNOLOGY VENTURE 500 BOYLSTON STREET, SUITE 1380 BOSTON, MA 02116	X			

Signatures

/s/ Jean George 06/27/2014

**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) Series of transactions pursuant to Rule 10b5-1 Plans on behalf of each entity each of which was entered into on February 28, 2014 and amended on May 22, 2014.
 - (2) Represents 160 shares, 6 shares, 3 shares, 1 shares and 1 shares that were held directly by Advanced Technology Ventures VII, L.P. ("ATV VII"), Advanced Technology Ventures VII (B), L.P. ("ATV VII B"), Advanced Technology Ventures VII (C), L.P. ("ATV VII C"), ATV Entrepreneurs VII, L.P. ("ATV VII E") and ATV Alliance 2003, L.P. ("ATV 2003"), respectively.
 - (3) ATV Associates VII, L.L.C. ("ATV A VII") is the general partner of ATV VII, ATV VII B, ATV VII C and ATV VII E and exercises voting and dispositive authority over the shares held by ATV VII, ATV VII B, ATV VII C and ATV VII E. Jean George is a managing director of ATV A VII and exercises voting and dispositive decisions of ATV A VII collectively with each of four other managing directors. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.
 - (4)

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ATV Alliance Associates, L.L.C. ("ATV Alliance LLC") is the general partner of ATV 2003 and exercises voting and dispositive authority over the shares held by ATV 2003. Voting and dispositive decisions of ATV Alliance LLC are made by Ms. George. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.

- (5) Represents 1,792,510 shares, 71,930 shares, 34,574 shares, 10,679 shares and 3,690 shares that are held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her pecuniary interest therein.
- (6) Represents 9,669 shares, 388 shares, 186 shares, 58 shares and 19 shares that were held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.
- (7) Represents weighted average sales price. The shares were sold at prices ranging from \$35.00 to \$35.08. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (8) Represents 1,782,841 shares, 71,542 shares, 34,388 shares, 10,621 shares and 3,671 shares that are held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively. Ms. George disclaims beneficial ownership of these securities and this report shall not be deemed an admission that she is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of her 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. 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. outstanding shares.

Second or subsequent call. Such meetings will be validly held if represented by at least the majority of the Series A shares and 50% of the Company's outstanding shares, and the resolutions will be valid when adopted by the affirmative vote of the majority of the Company's outstanding shares.

ITEM TWO:

The shareholders approved to empower Messrs. Francisco Xavier Borrego Hinojosa Linage and Othón Frías Calderón as Delegates to, jointly or individually, appear before a Notary Public to formalize the resolutions adopted at the Meeting and in general, to perform all acts and execute all documents necessary for the implementation of the resolutions adopted at the Meeting.

SUMMARY OF THE RESOLUTIONS ADOPTED AT THE EXTRAORDINARY

SHAREHOLDERS MEETING OF TV AZTECA, S.A DE C.V.,

HELD ON MAY 30, 2005

At the corporate offices of the Company in Mexico City, in the absence of Mr. Ricardo B. Salinas Pliego, Chairman of the Board of Directors and, by the unanimous vote of all shares represented at the Meeting, Mr. Francisco X. Borrego Hinojosa Linage was designated President of the Shareholders Meeting, and Mr. Othón Frías Calderón acted as Secretary of the Board of Directors. Upon presentation of the Agenda, the shareholders adopted the following resolutions:

ITEM ONE:

FIRST. The shareholders acknowledged the resolutions previously adopted by each one of the series A , D-A and D-L Special Shareholders Meetings held as of the date hereof, in which amendments to Sections Sixth and Twenty Six of the Company s By-laws were approved.

SECOND. Approval of amendments to Sections Ninth, Eleventh, Fourteenth, Sixteenth, Twenty First, and Twenty Sixth of the Company s By-laws, as follows:

Section Sixth. Paid in Capital and Stock. It was agreed to provide the Series D-A and D-L shares with voting rights in connection with the cancellation of the registration of such shares in the National Securities Registry (*Registro Nacional de Valores*) and in the stock exchanges in which such shares are listed.

Section Ninth. Purchase of the Company s Stock. In accordance with the provisions of the Mexican Securities Law (*Ley del Mercado de Valores*), it was approved to eliminate the reference made to the theoretical value of the outstanding capital stock of the Company to determine the reduction amount and the increase of capital stock at the time of purchase or issuance by the Company, respectively, for the purpose that such reduction or increase be in accordance with the market value of such shares.

Section Eleventh. Prohibition of Subsidiaries to Purchase Stock. In accordance with applicable law, it was approved to eliminate the provision in the Company s By-laws that allowed the Company s subsidiaries to acquire the Company s capital stock, in order to comply with stock options or stock purchase plans granted or implemented in favor of employees of such subsidiaries or the Company.

Section Fourteenth. Reduction of Paid in Capital. This amendment was approved for the purposes of stating that the reimbursement value to be paid by the Company to its shareholders who exercise their right to withdraw will be determined by the lower of the following two values: (i) 95% of the stock price quoted on the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A. de C.V.*) determined by the average value of the volume of transactions made during the past thirty days on which such shares were traded (or any certificate representing such shares) prior to the effective date of such withdrawal

which shall not exceed six months; and (ii) the book value of the stock as stated in the balance sheet approved by the General Shareholders Meeting of the Company immediately preceding the effective date of any such withdrawal.

In the event that the number of days in which the shares (or any certificate representing such shares) were traded was lower than thirty days, the calculation will be based on the actual number of days in which such shares were traded. In the event that the shares (or any certificate representing such shares) are not traded, calculations will be based on the book value of such shares.

Section Sixteenth. Cancellation of Registration in the Mexican Securities Registry. In accordance with the General Provisions Applicable to Issuers and to Other Participants in the Securities Market (*Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a Otros Participantes del Mercado de Valores*) issued by the Mexican Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*), it was amended in order to specify that in the event of deregistration of the Company's shares (or any certificate representing such shares) with the Securities Section of the National Securities Registry, by voluntary request of the Company or by resolution of the Mexican Banking and Securities Commission, shareholders that hold the majority of the Company's ordinary shares or that have the ability, by virtue of any other title or certificate, to impose decision on the General Shareholders' Meetings or to nominate the majority of the members of the Board of Directors of the Company, shall have the obligation to carry-out a public tender offer of the shares of the Company prior to such deregistration and for at least the price that results in the higher value between: (i) the stock price quoted on the Mexican Stock Exchange; and (ii) the book value of the stock as stated in the latest quarterly financial statements filed with the Mexican Stock Exchange prior to such offer, except when such value was modified in accordance with the criteria applicable to the most recent material information, in which case, the Company's most recent financial information shall be considered.

The stock price quoted on the Mexican Stock Exchange shall be equivalent to the price determined by the average value of the volume of transactions made during the past thirty days on which such shares were traded (or any certificate representing such shares) prior to the offering date which shall not exceed six months. In the event that the number of days in which the shares (or any certificate representing such shares) were traded was lower than thirty days, the calculation will be based on the actual number of days in which such shares were traded. In the event that the shares (or any certificate representing such shares) are not traded, calculations will be based on the book value of such shares.

Such shareholders shall not be required to carry-out the public tender offer mentioned above for the deregistration of the shares of the Company if the approval by 95% of the shareholders of the Company's outstanding capital stock through a General Shareholders' Meeting has been granted and the amount of the purchase price to be offered for such shares (or any certificate representing such shares) placed among the General Public Investors (*Gran Público Inversionista*) as defined by the regulations issued by the

Mexican Banking and Securities Commission, is lower than 300,000 investment units; *provided, that*, in order to request and obtain the deregistration, the shareholders referred to above, shall put into a trust, for at least six months, the necessary funds to purchase at the same price the outstanding shares held by the shareholders that did not tender their shares under the such public tender offer.

Moreover, the Board of Directors is required to provide their opinion within five business days prior to the public offering, on the fairness of the stock price, in which it shall consider the interests of minority shareholders and the opinion of the Audit Committee, which, in the event that is contrary to the Board of Directors' opinion, shall be disclosed. In the event that the Board of Directors is under a conflict of interest situation, their opinion shall be accompanied by the opinion of an independent expert, selected by the Audit Committee, emphasizing the protection of minority shareholders.

Section Twenty First. Representation in Shareholders' Meetings. It was agreed to incorporate to the Company's By-laws the obligations of the Secretary of the Board of Directors or its substitute, to verify that the intermediaries of the securities market that represent the shareholders of the Company have, on a timely manner pursuant to the terms of Article 173 of the General Corporations Law (*Ley General de Sociedades Mercantiles*), access to the forms of the proxy statements that entitle them to be represented at the respective shareholders' meetings, as well as to certify at the respective shareholders' meetings that said requirement was complied.

Section Twenty Sixth. Attendance Quorum and Resolutions of Extraordinary Shareholders' Meetings. In order to harmonize the attendance quorum and the percentage of votes required to adopt resolutions in the Extraordinary General Shareholders Meetings called for the purposes of discussing matters in which the Series D-A, D-L and/or L have voting rights, in accordance with the Company's By-laws, it was approved that they be modified as follows: The First call will be validly held if represented by least the majority of the Series A shares and 75% of the Company's outstanding shares and the resolutions will be valid when adopted by the affirmative vote of the majority of the Company's outstanding shares. The Second or further call will be validly held if represented by at least the majority of the Series A shares and 50% of the Company's outstanding shares, and the resolutions will be valid when adopted by the affirmative vote of the majority of the Company's outstanding shares.

ITEM TWO:

The shareholders approved to empower Messrs. Francisco Xavier Borrego Hinojosa Linage and Othón Frías Calderón as Delegates to, jointly or individually, appear before a Notary Public to formalize the resolutions adopted at the Meeting and in general, to perform all acts and execute all documents necessary for the implementation of the resolutions adopted at the Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 1, 2005

TV Azteca, S.A. de C.V.
(Registrant)

By: /s/ OTHÓN FRIAS
Name: Othón Frias
Title: Attorney-in-fact