

ACCELERON PHARMA INC

Form 4

December 10, 2014

FORM 4

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

OMB APPROVAL

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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)
12/08/2014

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	12/08/2014		S	83,143 (1) D 45.33 (2)	1,819,920 (3)	I	See footnotes (4) (5)
Common Stock	12/08/2014		S	5,486 (6) D 46.02 (7)	1,814,434 (8)	I	See footnotes (4) (5)
Common Stock	12/09/2014		S	8,778 (9) D 40.11 (10)	1,310,650 (11)	I	See footnotes (4) (5)

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (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 12/10/2014

__Signature of Date
Reporting Person

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) Represents 77,891 shares, 3,126 shares, 1,502 shares, 464 shares and 160 shares that were held directly, and sold, 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.

(2) Represents weighted average price. The shares were sold at prices ranging from \$45.00 to \$45.58. 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.

(3)

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Represents 1,704,950 shares, 68,416 shares, 32,886 shares, 10,157 shares and 3,511 shares held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.

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)

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 5,139 shares, 206 shares, 99 shares, 31 shares and 11 shares that were held directly, and sold, by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.
- (6)

Represents weighted average price. The shares were sold at prices ranging from \$46.00 to \$46.25. 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 1,699,811 shares, 68,210 shares, 32,787 shares, 10,126 shares and 3,500 shares held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively.
- (9)

Represents 4,994 shares, 2,812 shares and 972 shares that were held directly, and sold, by ATV A VII, ATV VII E and ATV 2003, respectively. The 4,994 shares sold by ATV A VII were previously reported as indirectly held through the reporting person's interests in ATV VII, ATV VII B and ATV VII C. Such shares were received by ATV A VII on December 8, 2014 by virtue of pro-rata in-kind distributions of common stock of the Issuer by ATV VII, ATV VII B and ATV VII C without consideration to their respective limited partners and ATV A VII, their general partner.
- (10)

Represents weighted average price. The shares were sold at prices ranging from \$40.00 to \$40.51. 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.
- (11)

Represents 1,227,853 shares, 49,271 shares, 23,684 shares, 7,314 shares and 2,528 shares held directly by ATV VII, ATV VII B, ATV VII C, ATV VII E and ATV 2003, respectively. The shares held directly by ATV VII, ATV VII B and ATV VII C reflect the pro-rata in-kind distributions described in footnote (9) to this Form 4.

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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