

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 26, 2017

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 *
 ORONSKY ARNOLD L

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2017

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

C/O INTERWEST PARTNERS, 2710 SAND HILL ROAD, SUITE 200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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. 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common	04/24/2017		X	3,559 A	(1)	1,404,515	I	By Partnership (4)
Common	04/24/2017		X	101 A	(2)	40,181	I	By Partnership (5)
Common	04/24/2017		X	28 A	(3)	11,208	I	By Partnership (6)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to buy Common	\$ 4.5395	04/24/2017		X	11,476	05/02/2012	05/02/2017	Common	11,476
Warrant to buy Common	\$ 4.5395	04/24/2017		X	328	05/02/2012	05/02/2017	Common	328
Warrant to buy Common	\$ 4.5395	04/24/2017		X	91	05/02/2012	05/02/2017	Common	91

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORONSKY ARNOLD L C/O INTERWEST PARTNERS 2710 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X			

Signatures

/s/Arnold L. Oronsky 04/26/2017

**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) Represents cashless exercise of a warrant by InterWest Partners VIII, LP ("IW8"). 7,917 shares of common stock were withheld by the issuer at the market price of \$6.58 per share to fund the cashless exercise of 11,476 warrants.
- (2) Represents cashless exercise of a warrant by InterWest Investors Q VIII, LP ("IQ8"). 227 shares of common stock were withheld by the issuer at the market price of \$6.58 per share to fund the cashless exercise of 328 warrants.
- (3) Represents cashless exercise of a warrant by InterWest Investors VIII, LP ("I8"). 63 shares of common stock were withheld by the issuer at the market price of \$6.58 per share to fund the cashless exercise of 91 warrants.

(4) Shares are owned by IW8. The General Partner of IW8 is InterWest Management Partners VIII, LLC ("IMP8"). The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(5) Shares are owned by IQ8. The General Partner of IW8 is IMP8. The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(6) Shares are owned by I8. The General Partner of IW8 is IMP8. The Reporting Person is a Managing Director of IMP8, shares voting and investment power with the other Managing Directors of IMP8, and disclaims beneficial ownership of these shares except to the extent of his 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.

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