

Clovis Oncology, Inc.
Form SC 13G/A
February 11, 2013

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Clovis Oncology, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

189464100
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("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).

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- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Abingworth LLP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) ☐
(SEE INSTRUCTIONS)
- (b) ☐
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
- England
- | | | | |
|---------------------|---|---------------------------|------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER: | 0 |
| BENEFICIALLY | 6 | SHARED VOTING POWER: | 1,437,884* |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER: | 0 |
| EACH | 8 | SHARED DISPOSITIVE POWER: | 1,437,884* |
| REPORTING | | | |
| PERSON WITH: | | | |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 1,437,884*
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)
- ☐
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 5.5%*
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
- PN

* Beneficial ownership percentage is based on 26,139,267 shares of common stock, \$0.001 par value per share ("Common Stock"), of Clovis Oncology, Inc., a Delaware corporation (the "Issuer"), issued and outstanding as of

November 12, 2012, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012 (File No. 001-35347), filed with the Securities and Exchange Commission on November 14, 2012. Abingworth LLP (“Abingworth”) is the investment manager to a number of investment funds that include Abingworth Bioventures V L.P. (“ABV V”) and Abingworth Bioequities Master Fund Limited (“ABE” and, together with ABV V, the “Abingworth Funds”). As of December 31, 2012, ABV V is the owner of record of 1,303,668 shares of Common Stock and ABE is the owner of record of 134,216 shares of Common Stock. Abingworth, as the investment manager to the Abingworth Funds, may be deemed to beneficially own the 1,437,884 shares of Common Stock held in the aggregate by the Abingworth Funds. This report shall not be deemed an admission that Abingworth, either of the Abingworth Funds or any other person is the beneficial owner of the securities reported herein for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Abingworth Bioventures V L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (SEE INSTRUCTIONS)
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

| | | | |
|--------------|---|---------------------------|------------|
| NUMBER OF | 5 | SOLE VOTING POWER: | 0 |
| SHARES | 6 | SHARED VOTING POWER: | 1,303,668* |
| BENEFICIALLY | 7 | SOLE DISPOSITIVE POWER: | 0 |
| OWNED BY | 8 | SHARED DISPOSITIVE POWER: | 1,303,668* |
| EACH | | | |
| REPORTING | | | |
| PERSON WITH: | | | |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,303,668*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Beneficial ownership percentage is based on 26,139,267 shares of Common Stock of the Issuer issued and outstanding as of November 12, 2012, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012 (File No. 001-35347), filed with the Securities and Exchange Commission on

November 14, 2012. Abingworth is the investment manager to a number of investment funds that include ABV V and ABE. As of December 31, 2012, ABV V is the owner of record of 1,303,668 shares of Common Stock and ABE is the owner of record of 134,216 shares of Common Stock. Abingworth, as the investment manager to the Abingworth Funds, may be deemed to beneficially own the 1,437,884 shares of Common Stock held in the aggregate by the Abingworth Funds. This report shall not be deemed an admission that Abingworth, either of the Abingworth Funds or any other person is the beneficial owner of the securities reported herein for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Item Name of Issuer: Clovis Oncology, Inc. (the "Issuer").

1(a).

Item Address of Issuer's Principal Executive Offices:

1(b).

2525 28th Street, Suite 100, Boulder, Colorado 80301.

Item Name of Persons Filing: This Schedule 13G, as amended, is being filed by Abingworth LLP ("Abingworth") and

2(a). Abingworth Bioventures V L.P. ("ABV V" and, together with Abingworth, the "Reporting Persons"). Abingworth is the investment manager to a number of investment funds that include ABV V and Abingworth Bioequities Master Fund Limited ("ABE" and, together with ABV V, the "Abingworth Funds"). As of December 31, 2012, ABV V is the owner of record of 1,303,668 shares of the Issuer's common stock, \$0.001 par value per share ("Common Stock"), and ABE is the owner of record of 134,216 shares of Common Stock. Abingworth, as the investment manager to the Abingworth Funds, may be deemed to beneficially own the 1,437,884 shares of Common Stock held in the aggregate by the Abingworth Funds.

Item Address of Principal Business Office or, if None, Residence: The business address for each Reporting Persons

2(b). is Princes House, 38 Jermyn Street, London SW1Y 6DN, United Kingdom.

Item Citizenship: Abingworth is a limited liability partnership organized under the laws of England. ABV V is a

2(c). limited partnership organized under the laws of England.

Item Title of Class of Securities: Common Stock, \$0.001 par value per share.

2(d).

Item CUSIP Number: 189464100

2(f).

Item If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person filing is a:

3.

Not applicable.

Item Ownership.

4.

As reported in the cover pages to this report, the ownership information with respect to Abingworth is as follows:

(a) Amount Beneficially Owned (as of December 31, 2012): 1,437,884*

(b) Percent of Class (as of December 31, 2012): 5.5%*

(c) Number of Shares as to which such person has:

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- | | |
|--|------------|
| (i) sole power to vote or to direct the vote: | 0 |
| (ii) shared power to vote or to direct the vote: | 1,437,884* |
| (iii) sole power to dispose or to direct the disposition: | 0 |
| (iv) shared power to dispose or to direct the disposition: | 1,437,884* |
-

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As reported in the cover pages to this report, the ownership information with respect to ABV V is as follows:

(a) Amount Beneficially Owned (as of December 31, 2012): 1,303,668*

(b) Percent of Class (as of December 31, 2012): 5.0%*

(c) Number of Shares as to which such person has:

| | |
|--|------------|
| (i) sole power to vote or to direct the vote: | 0 |
| (ii) shared power to vote or to direct the vote: | 1,303,668* |
| (iii) sole power to dispose or to direct the disposition: | 0 |
| (iv) shared power to dispose or to direct the disposition: | 1,303,668* |

* Beneficial ownership percentage is based on 26,139,267 shares of Common Stock of the Issuer issued and outstanding as of November 12, 2012, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012 (File No. 001-35347), filed with the Securities and Exchange Commission on November 14, 2012. Abingworth is the investment manager to a number of investment funds that include ABV V and ABE. As of December 31, 2012, ABV V is the owner of record of 1,303,668 shares of Common Stock and ABE is the owner of record of 134,216 shares of Common Stock. Abingworth, as the investment manager to the Abingworth Funds, may be deemed to beneficially own the 1,437,884 shares of Common Stock held in the aggregate by the Abingworth Funds. This report shall not be deemed an admission that Abingworth, either of the Abingworth Funds or any other person is the beneficial owner of the securities reported herein for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ☐ []

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Date: February 8, 2013

ABINGWORTH LLP

By: /s/ James Abell
Name: James Abell
Title: Partner

ABINGWORTH
BIOVENTURES V L.P.

By: Abingworth LLP, its
Manager

By: /s/ James Abell
Name: James Abell
Title: Partner

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)