SEC Form 4

**FORM 4**

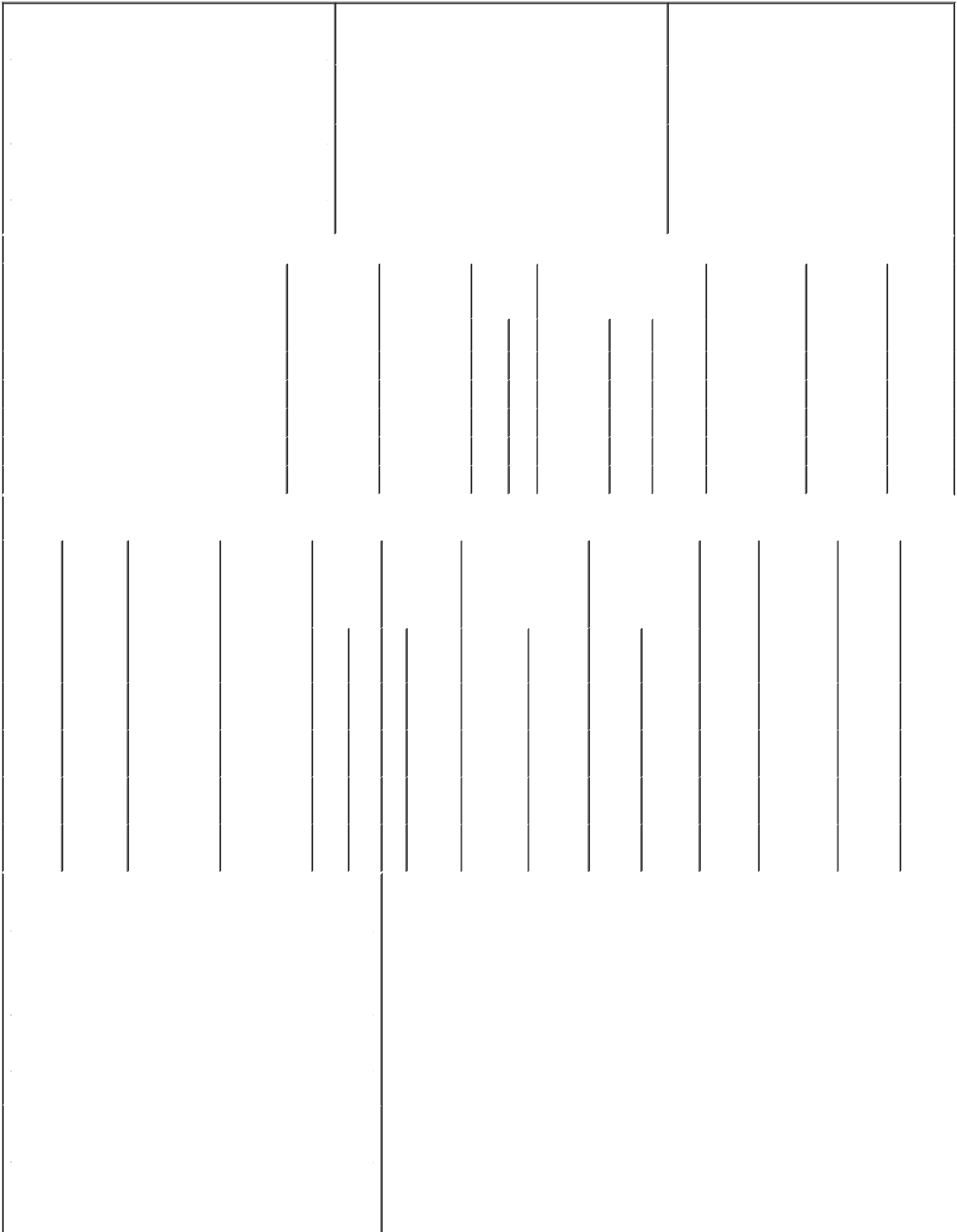
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden | | |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940

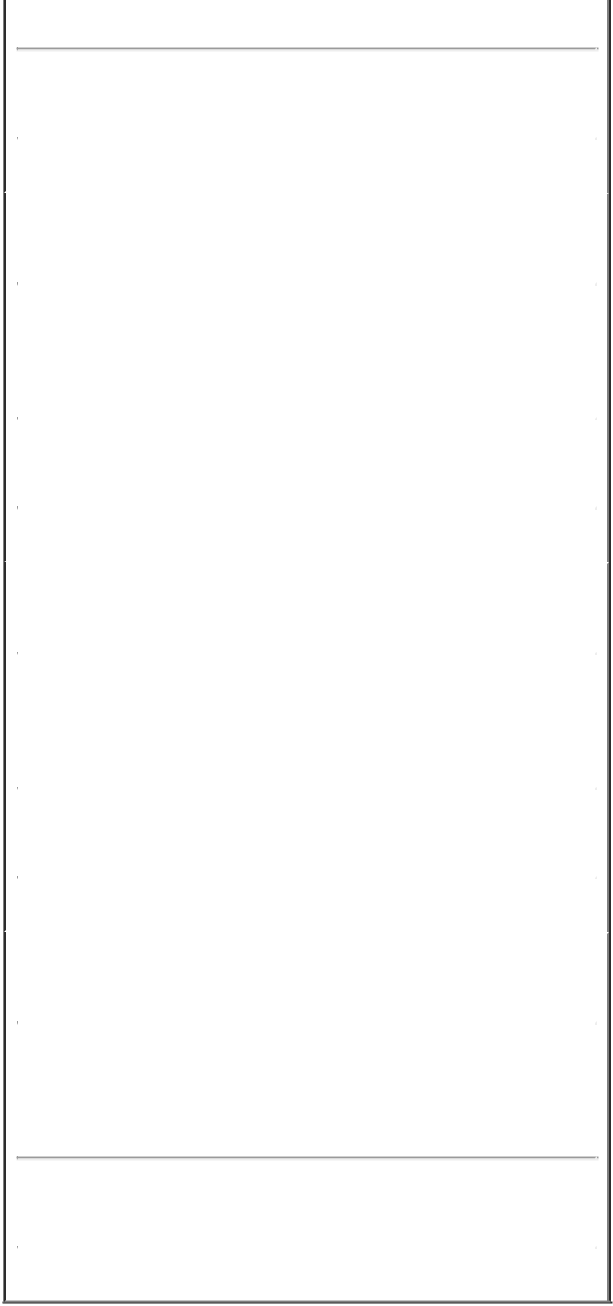


|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  |  |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | | | | |  |
|  |  | [Sofinnova Venture Partners IX, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001612133) | | | | | | |  |  | [NextCure, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001661059) [ NXTC ] | | | | | | |  |  |  |  | (Check all applicable) | | | | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Director |  | X | 10% Owner | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | |  | Other (specify | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | | (Middle) | | | |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | |  |  |  |  |  |  | below) |  |  | below) |  |  |  |  |
|  |  | C/O SOFINNOVA INVESTMENTS, INC. | | | | | | | 05/13/2019 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  | Form filed by One Reporting Person | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | MENLO PARK CA | | | 94025 | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | |  | Form filed by More than One Reporting | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | |  |  |  | |  |  |  |  |  |  | |  | | | | |  |  | |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  | | | |  |  |  |  |  |  |  | | | | |  |  |  | |  | |  |  | |  |
|  | **1. Title of Security (Instr. 3)** | | | |  |  | **2. Transaction** | | | | | | | **2A. Deemed** | | **3.** | | **4. Securities Acquired (A) or** | | | | | |  | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | | |  |
|  |  |  |  |  |  |  | **Date** | |  |  |  |  |  | **Execution Date,** | |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | |  | **Securities** |  | **Form: Direct** | | **Indirect** | | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | | | **if any** | |  | **Code (Instr.** |  |  |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Code V** | **Amount** |  | **(A) or** | **Price** | | |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  |  |  |  | | | |  |  |  |  |  |  |  | |  |  | |  |  | | |  | |  |  |  |  |
|  | Common Stock | | |  | 05/13/2019 | | | | | | | |  |  |  |  | C | 278,759 | | A | (1) | |  | 278,759 | | | D(2) | |  |  |  |  |
|  | Common Stock | | |  | 05/13/2019 | | | | | | | |  |  |  |  | C | 464,599 | | A | (1) | |  | 743,358 | | | D(2) | |  |  |  |  |
|  | Common Stock | | |  | 05/13/2019 | | | | | | | |  |  |  |  | C | 908,785 | | A | (1) | |  | 1,652,143 | | | D(2) | |  |  |  |  |
|  | Common Stock | | |  | 05/13/2019 | | | | | | | |  |  |  |  | C | 469,713 | | A | (1) | |  | 2,121,856 | | | D(2) | |  |  |  |  |
|  | Common Stock | | |  | 05/13/2019 | | | | | | | |  |  |  |  | P | 400,000 | | A | $15 | |  | 2,521,856 | | | D(2) | |  |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | |  | | | |  |  | |  | |  |  | | |  |
|  | **1. Title of** | | **2.** | **3. Transaction** | **3A. Deemed** | | | | **4.** |  |  |  |  | **5. Number of** | | **6. Date Exercisable and** | | | **7. Title and Amount** | | | | | **8. Price of** | | **9. Number of** | | **10.** | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | | | | **Transaction** | | | | | **Derivative** | | **Expiration Date** | | | **of Securities** | | | | | **Derivative** | | **derivative** |  | **Ownership of Indirect** | | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | | | | **Code (Instr.** | | | | | **Securities** | | **(Month/Day/Year)** | | | **Underlying** | |  |  |  | **Security** | | **Securities** |  | **Form:** | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | | | | **8)** |  |  |  |  | **Acquired (A)** | |  |  |  | **Derivative Security** | | | | | **(Instr. 5)** | | **Beneficially** | | **Direct (D)** | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  |  |  |  |  |  |  | **or Disposed of** | |  |  |  | **(Instr. 3 and 4)** | | | | |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  |  |  |  |  |  |  | **(D) (Instr. 3, 4** | |  |  |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **and 5)** | |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  |  | **Number** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | | | | **(A) (D)** | | **Exercisable** | | **Date** | **Title** | | **of Shares** | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series A-1 | | (1) |  |  |  |  |  |  |  |  |  |  |  |  | (1) | | (1) | Common | | 278,759 | |  | (1) | |  |  | D(2) |  |  |  |  |
|  | Preferred | | 05/13/2019 |  |  |  |  | C | | | | | 2,239,500 | |  | 0 |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series A-2 | | (1) |  |  |  |  |  |  |  |  |  |  |  |  | (1) | | (1) | Common | | 464,599 | |  | (1) | |  |  | D(2) |  |  |  |  |
|  | Preferred | | 05/13/2019 |  |  |  |  | C | | | | | 3,732,500 | |  | 0 |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series A-3 | | (1) |  |  |  |  |  |  |  |  |  |  |  |  | (1) | | (1) | Common | | 908,785 | |  | (1) | |  |  | D(2) |  |  |  |  |
|  | Preferred | | 05/13/2019 |  |  |  |  | C | | | | | 7,301,000 | |  | 0 |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series B-1 | | (1) |  |  |  |  |  |  |  |  |  |  |  |  | (1) | | (1) | Common | | 469,713 | |  | (1) | |  |  | D(2) |  |  |  |  |
|  | Preferred | | 05/13/2019 |  |  |  |  | C | | | | | 3,773,585 | |  | 0 |  |  |  |  |  |
|  | Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Sofinnova Venture Partners IX, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001612133) | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | C/O SOFINNOVA INVESTMENTS, INC. | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | MENLO PARK | | CA | 94025 | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) |  | (State) | (Zip) | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 1. Name and Address of Reporting Person\* | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Sofinnova Management IX, L.L.C.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001612134) | | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) | (Middle) | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



C/O SOFINNOVA INVESTMENTS, INC.

3000 SAND HILL ROAD, BLDG. 4, SUITE 250



|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| (Street) | | |  |  |  |  |
|  | MENLO PARK | | CA | | 94025 |  |
|  |  |  |  |  |  |  |
|  | (City) | | (State) | | (Zip) | |
|  |  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | | | |  |  |
|  | [HEALY JAMES](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001245624) | |  |  |  |  |
|  |  |  |  |  |  |  |
|  | (Last) | | (First) | | (Middle) | |
|  | C/O SOFINNOVA INVESTMENTS, INC. | | | | | |
|  | 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 | | | | | |
|  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |
|  | MENLO PARK | | CA | | 94025 |  |
|  |  |  |  |  |  |  |
|  | (City) | | (State) | | (Zip) | |
|  |  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | | | |  |  |
|  | [Mehra Anand](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001590102) | |  |  |  |  |
|  |  |  |  |  |  |  |
|  | (Last) | | (First) | | (Middle) | |
|  | C/O SOFINNOVA INVESTMENTS, INC. | | | | | |
|  | 3000 SAND HILL ROAD, BLDG. 4, SUITE 250 | | | | | |
|  |  |  |  |  |  |  |
| (Street) | | |  |  |  |  |
|  | MENLO PARK | | CA | | 94025 |  |
|  |  |  |  |  |  |  |
|  | (City) | | (State) | | (Zip) | |
|  |  |  | |  |  |  |
| 1. Name and Address of Reporting Person\* | | | | |  |  |
|  | [POWELL MICHAEL](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001202793) | | | |  |  |
|  |  |  |  |  |  |  |
|  | (Last) | | (First) | | (Middle) | |

C/O SOFINNOVA INVESTMENTS, INC.

3000 SAND HILL ROAD, BLDG. 4, SUITE 250

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | MENLO PARK | CA | 94025 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

**Explanation of Responses:**

1. The reported securities automatically converted into shares of Common Stock on a 1-for-8.0338 basis upon the closing of the Issuer's initial public offering and had no expiration date.
2. The shares are held directly by Sofinnova Venture Partners IX, L.P. ("SVP IX"). Sofinnova Management IX, L.L.C. ("SM IX") is the general partner of SVP IX and may be deemed to have sole voting, investment and dispositive power with respect to the shares held by SVP IX. Dr. James I. Healy, Michael F. Powell, Ph.D., and Dr. Anand Mehra are the managing members of SM IX and may be deemed to have shared voting, investment and dispositive power with respect to the shares held by SVP IX. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his, her or its proportionate pecuniary interest therein.

/s/ Nathalie Auber, attorney-in-



fact for Sofinnova Venture



Partners IX, L.P



/s/ Nathalie Auber, attorney-in-



fact for Sofinnova Management



IX, L.L.C.



/s/ Nathalie Auber, attorney-in-



fact for James I. Healy



/s/ Nathalie Auber, attorney-in-



fact for Anand Mehra



/s/ Nathalie Auber, attorney-in-



fact for Michael F. Powell



\*\* Signature of Reporting Person

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

05/14/2019



05/14/2019



05/14/2019



05/14/2019



05/14/2019



Date

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**