

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sanderling Venture Partners V, LP</u>  (Last) (First) (Middle) 400 SOUTH EL CAMINO REAL SUITE 1200  (Street) SAN MATEO CA 94402  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/10/2013	3. Issuer Name and Ticker or Trading Symbol CHIMERIX INC [ CMRX ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	112,674	I	SEE FOOTNOTE <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(2)	(2)	Common Stock	183,096	(2)	I	SEE FOOTNOTE <sup>(1)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock	474,330	(3)	I	SEE FOOTNOTE <sup>(1)</sup>
Series B-1 Preferred Stock	(4)	(4)	Common Stock	469,480	(4)	I	SEE FOOTNOTE <sup>(1)</sup>
Series C Preferred Stock	(5)	(5)	Common Stock	695,496	(5)	I	SEE FOOTNOTE <sup>(1)</sup>
Series D Preferred Stock	(6)	(6)	Common Stock	771,372	(6)	I	SEE FOOTNOTE <sup>(1)</sup>
Series E Preferred Stock	(7)	(7)	Common Stock	619,852	(7)	I	SEE FOOTNOTE <sup>(1)</sup>
Series F Preferred Stock	(8)	(8)	Common Stock	792,037	(8)	I	SEE FOOTNOTE <sup>(1)</sup>
Warrants	(9)	02/11/2018	Common Stock	198,008	7.26	I	SEE FOOTNOTE <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>Sanderling Venture Partners V, LP</u>  (Last) (First) (Middle) 400 SOUTH EL CAMINO REAL SUITE 1200  (Street) SAN MATEO CA 94402  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[SANDERLING V BIOMEDICAL LP](#)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SANDERLING V LTD PARTNERSHIP](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL STE 1200

(Street)

SAN MATEO CA 94402-1708

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SANDERLING V BETEILIGUNGS GMBH & CO KG](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL  
STE 1200

(Street)

SAN MATEO CA 94402-1708

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SANDERLING VENTURES MANAGEMENT  
V](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL STE 1200

(Street)

SAN MATEO CA 94402-1708

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[SANDERLING V BIOMEDICAL CO  
INVESTMENT FUND LP](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL  
STE 1200

(Street)

SAN MATEO CA 94402-1708

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Sanderling Venture Partners V Co  
Investment Fund, LP](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL  
SUITE 1200

(Street)

SAN MATEO CA 94402

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Sanderling V Strategic Exit Fund LP](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL  
SUITE 1200

(Street)

SAN MATEO CA 94402

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Sanderling Venture Partners VI Co  
Investment Fund LP](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL STE 1200

(Street)

SAN MATEO CA 94402-1708

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Sanderling VI Beteiligungs GmbH & Co KG](#)

(Last) (First) (Middle)

400 SOUTH EL CAMINO REAL, SUITE 1200

(Street)

SAN MATEO CA 94402

(City) (State) (Zip)

**Explanation of Responses:**

1. See attached Exhibit 99.1.

2. The Series A Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series A Preferred Stock, for no additional consideration.

3. The Series B Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series B Preferred Stock, for no additional consideration.

4. The Series B-1 Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series B-1 Preferred Stock, for no additional consideration.

5. The Series C Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series C Preferred Stock, for no additional consideration.

6. The Series D Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series D Preferred Stock, for no additional consideration.

7. The Series E Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series E Preferred Stock, for no additional consideration.

8. The Series F Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1 share of Common Stock for every 3.55 shares of Series F Preferred Stock, for no additional consideration.

9. The warrants are immediately exercisable.

**Remarks:**

Form 3 filing 1 of 2. See Form 3 filing 2 of 2 for additional members of this joint filing.

[See Signatures Included in Exhibit 99.2](#)      [04/10/2013](#)

\*\* Signature of Reporting Person      Date

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 5 (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.

**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.**

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Timothy W. Trost, C.P.A. and Michael Alrutz of Chimerix, Inc. (the "**Company**"), signing individually, the undersigned's true and lawful attorney-in fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

**In Witness Whereof**, the undersigned has caused this Power of Attorney to be executed as of this 8<sup>th</sup> day of April, 2013.

[Signature Pages to Follow]

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Dated: April 8, 2013

**Sanderling Venture Partners V, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling V Biomedical, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling V Limited Partnership**

By: Middleton, McNeil & Mills Associates V, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling V Beteiligungs GmbH & Co. KG**

By: Middleton, McNeil & Mills Associates V, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling Ventures Management V**

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Owner

Dated: April 8, 2013

**Sanderling Venture Partners V Co-Investment Fund, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

---

Dated: April 8, 2013

**Sanderling V Biomedical Co-Investment Fund, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling Venture Partners VI Co-Investment Fund, L.P.**

By: Middleton, McNeil, Mills & Associates VI, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling VI Limited Partnership**

By: Middleton, McNeil, Mills & Associates VI, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling VI Beteiligungs GmbH & Co. KG**

By: Middleton, McNeil, Mills & Associates VI, LLC

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Managing Director

Dated: April 8, 2013

**Sanderling Ventures Management VI**

By: /s/ Timothy J. Wollaeger

Timothy J. Wollaeger  
Owner

---

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Timothy W. Trost, C.P.A. and Michael Alrutz of Chimerix, Inc. (the "**Company**"), signing individually, the undersigned's true and lawful attorney-in fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% of more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

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**In Witness Whereof**, the undersigned has caused this Power of Attorney to be executed as of this 8<sup>th</sup> day of April, 2013.

*/s/ Timothy J. Wollaeger*

\_\_\_\_\_  
Timothy J. Wollaeger

**Sanderling V Strategic Exit Fund, L.P.**

By: Middleton, McNeil, & Mills Associates V, LLC

By: */s/ Timothy J. Wollaeger*

\_\_\_\_\_  
Timothy J. Wollaeger

Managing Director

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(1) The securities are held as follows: 1,116,596 shares of common stock held by Sanderling Venture Partners V, L.P., 273,434 shares of common stock held by Sanderling V Biomedical, L.P., 155,143 shares of common stock held by Sanderling V Limited Partnership, 138,046 shares of common stock held by Sanderling V Beteiligungs GmbH & Co. KG, 88,963 shares of common stock held by Sanderling V Ventures Management, 281,053 shares of common stock held by Sanderling V Biomedical Co-Investment Fund, L.P., 463,582 shares of common stock held by Sanderling Venture Partners V Co-Investment Fund, L.P., 759,370 shares of common stock and a warrant to purchase 189,842 shares of common stock held by Sanderling V Strategic Exit Fund, L.P. (collectively, the Sanderling V Shares), 797,346 shares of common stock held by Sanderling Venture Partners VI Co-Investment Fund, L.P., 15,431 shares of common stock held by Sanderling VI Beteiligungs GmbH & Co. KG, 18,384 shares of common stock held by Sanderling VI Limited Partnership, 7,543 shares of common stock and a warrant to purchase 8,166 shares of common stock held by Sanderling Ventures Management VI (collectively, the Sanderling VI Shares) and 3,446 shares of common stock held by Middleton-McNeil Retirement Trust. Timothy J. Wollaeger, one of the Issuer's directors, Fred A. Middleton, Robert G. McNeil and Timothy C. Mills share voting and investment power with respect to the Sanderling V Shares. Robert G. McNeil, Fred A. Middleton, Timothy C. Mills and Timothy J. Wollaeger share voting and investment power with respect to the Sanderling VI Shares. Fred A. Middleton and Robert G. McNeil share voting and investment power with respect to the shares held by the Middleton-McNeil Retirement Trust. Each of these individuals disclaims beneficial ownership of such securities, except to the extent of his or her pecuniary interest therein.

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**Signature of Reporting Persons:**

This statement on Form 3 is filed by Sanderling Venture Partners V, L.P., Sanderling V Biomedical, L.P., Sanderling V Limited Partnership, Sanderling V Beteiligungs GmbH & Co. KG, Sanderling V Ventures Management, Sanderling V Biomedical Co-Investment Fund, L.P., Sanderling Venture Partners V Co-Investment Fund, L.P., Sanderling V Strategic Exit Fund, L.P., Sanderling Venture Partners VI Co-Investment Fund, L.P., and Sanderling VI Beteiligungs GmbH & Co. KG. The principal business address of each of the reporting persons is c/o Sanderling Venture Partners V, L.P., 400 South El Camino Real, Suite 1200, San Mateo, CA 94402. The reporting entities disclaim beneficial ownership of the securities listed herein except to the extent of their pecuniary interest therein.

**Sanderling Venture Partners V, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling V Biomedical, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling V Limited Partnership**

By: Middleton, McNeil & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling V Beteiligungs GmbH & Co. KG**

By: Middleton, McNeil & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

---

**Sanderling Ventures Management V**

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Owner

**Sanderling Venture Partners V Co-Investment Fund, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling V Biomedical Co-Investment Fund, L.P.**

By: Middleton, McNeil & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling Venture Partners VI Co-Investment Fund, L.P.**

By: Middleton, McNeil, Mills & Associates VI, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling VI Beteiligungs GmbH & Co. KG**

By: Middleton, McNeil, Mills & Associates VI, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

**Sanderling V Strategic Exit Fund, L.P.**

By: Middleton, McNeil, & Mills Associates V, LLC

By:           /s/ Timothy J. Wollaeger            
Timothy J. Wollaeger  
Managing Director

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