

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

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> <hr/> (Last) (First) (Middle) 400 SOUTH EL CAMINO REAL SUITE 1200 <hr/> (Street) SAN MATEO CA 94402 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHIMERIX INC [ CMRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year) 04/16/2013		

**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	04/16/2013		C		792,037	A	(1)	4,255,826 <sup>(2)</sup>	I	SEE FOOTNOTE <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

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

SANDERLING V BIOMEDICAL 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 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 S 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 S. 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 S. EL CAMINO REAL, SUITE 1200

(Street)

SAN MATEO CA 94402

(City) (State) (Zip)

**Explanation of Responses:**

1. Upon the closing of the Issuer's initial public offering, every 3.55 shares of Series F Preferred Stock automatically converted into 1 share of Common Stock for no additional consideration and had no expiration date.
2. Amends the amount of securities beneficially owned following reported transactions which was understated by 112,674 shares in the original filing.
3. See attached Exhibit 99.1

**Remarks:**

Form 4 filing 1 of 2. See Form 4 filing 2 of 2 for additional members of this joint filing.

[See Signatures Included in  
Exhibit 99.2](#) 05/28/2013

\*\* 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 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.

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.

(3) The shares of Common Stock issuable upon conversion of the Preferred Stock 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 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 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 Amended Form 4 is filed 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

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**Sanderling V Ventures Management**

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

**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 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 Strategic Exit 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

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