

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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

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>Canaan VII L P</u> (Last) (First) (Middle) <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/21/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 ⁽¹⁾	01/21/2014		J		861,663	D	\$0	1,723,327	D	
Common Stock ⁽²⁾	01/21/2014		J		8,616	D	\$0	0	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Canaan VII L P</u> (Last) (First) (Middle) <u>285 RIVERSIDE AVENUE, SUITE 250</u> (Street) <u>WESTPORT CT 06880</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Canaan Partners VII LLC](#)

(Last) (First) (Middle)

285 RIVERSIDE AVENUE

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

Explanation of Responses:

1. These shares were held directly by Canaan VII L.P. (the "Canaan Fund"). On January 21, 2014, the Canaan Fund distributed 861,663 shares of the Issuer's Common Stock, pro-rata, to its partners for no consideration, in accordance with the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended. Canaan Partners VII LLC ("Canaan VII" and together with Canaan Fund, the "Canaan Entities") is the sole general partner of the Canaan Fund, and each may be deemed to have sole voting and investment power over the securities held by the Canaan Fund. Wende S. Hutton, a manager of Canaan VII, serves as the representative of the Canaan Entities on the Issuer's board of directors

2. These shares were held directly by Canaan VII. On January 21, 2014, Canaan VII received 8,616 shares of the Issuer's Common Stock as a result of the pro-rata distribution by the Canaan Fund for no consideration. Canaan VII then immediately distributed all such shares pro-rata to its members for no consideration, in accordance with the exemption under Rule 16a-9(a) of the Securities Exchange Act of 1934, as amended.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

[Canaan VII L.P. By: Canaan Partners VII LLC, its general partner By: /s/ Guy M. Russo, Attorney-in-Fact](#) 01/23/2014

[Canaan Partners VII LLC By: /s/ Guy M. Russo, Attorney-in-Fact](#) 01/23/2014

** 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.

Form 4 Joint Filer Information

Names of Joint Filers:

Canaan VII L.P.

Canaan Partners VII LLC

Address of Joint Filers:

c/o Canaan Partners

285 Riverside Avenue, Suite 250

Westport, CT 06880

Designated Filer:

Canaan VII L.P.

Issuer and Ticker Symbol:

Chimerix, Inc. [CMRX]

Date of Event:

January 21, 2014

Signatures of Joint Filers:

Canaan VII L.P.

By: Canaan Partners VII LLC
Its Sole General Partner

By: /s/ Guy M. Russo
Attorney-in-Fact

Canaan Partners VII LLC

By: /s/ Guy M. Russo
Attorney-in-Fact
