

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-Q/A  
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **March 31, 2013**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: **001-35867**

**CHIMERIX, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**33-0903395**

(I.R.S. Employer Identification No.)

**2505 Meridian Parkway, Suite 340**

**Durham, North Carolina**

(Address of Principal Executive Offices)

**27713**

(Zip Code)

**(919) 806-1074**

(Registrant's Telephone Number, Including Area Code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 7, 2013, the number of outstanding shares of the registrant's common stock, par value \$0.001 per share, was 25,722,451.

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### **Explanatory Note**

The sole purpose of this Amendment No. 1 to Chimerix, Inc.'s Quarterly Report on Form 10-Q (the "Form 10-Q") for the period ended March 31, 2013, as filed with the Securities and Exchange Commission on May 13, 2013, is to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 provides the financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Amendment No. 1 to the Form 10-Q is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of the section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## ITEM 6. EXHIBITS

The following exhibits are filed as part of this report:

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1(1)        | Amended and Restated Certificate of Incorporation of Chimerix, Inc.   |
| 3.2(1)        | Amended and Restated Bylaws of Chimerix, Inc.   |
| 4.1(2)        | Form of Common Stock Certificate of the Registrant.   |
| 4.2(2)        | Form of Warrant to Purchase Stock issued to participants in the Registrant's Series F Preferred Stock financing dated February 7, 2011.   |
| 4.3(2)        | Warrant to Purchase Series F Preferred Stock issued to Silicon Valley Bank on January 27, 2012.   |
| 4.4(2)        | Warrant to Purchase Series D Preferred Stock issued to Silicon Valley Bank on November 24, 2008.  |
| 4.5(2)        | Warrant to Purchase Series B-1 Preferred Stock issued to General Electric Capital Corporation on November 5, 2003.  |
| 4.6(2)        | Amended and Restated Investor Rights Agreement dated February 7, 2011 by and among the Registrant and certain of its stockholders.  |
| 31.1(3)       | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.   |
| 31.2(3)       | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.   |
| 32.1(3)       | Certification of Principal Executive Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2(3)       | Certification of Principal Financial Officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant Section 906 of the Sarbanes-Oxley Act of 2002.    |
| 101.INS*      | XBRL Instance Document.   |
| 101.SCH*      | XBRL Taxonomy Extension Schema Document.  |
| 101.CAL*      | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.DEF*      | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 101.LAB*      | XBRL Taxonomy Extension Label Linkbase Document.  |
| 101.PRE*      | XBRL Taxonomy Extension Presentation Linkbase Document.   |

\* In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of the section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

- (1) Incorporated by reference to Chimerix, Inc.'s Current Report on Form 8-K, filed on April 16, 2013.
- (2) Incorporated by reference to Chimerix, Inc.'s Registration Statement on Form S-1 (No. 333-187145), as amended.
- (3) Incorporated by reference to Chimerix, Inc.'s Quarterly Report on Form 10-Q filed on May 13, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CHIMERIX, INC.

June 11, 2013

By: /s/ Kenneth I. Moch  
Kenneth I. Moch  
President and Chief Executive Officer

June 11, 2013

By: /s/ Timothy W. Trost  
Timothy W. Trost  
Chief Financial Officer

