

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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

1. Name and Address of Reporting Person* <u>Sanderling Venture Partners V, LP</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/12/2014</u>			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		
<u>400 SOUTH EL CAMINO REAL, SUITE 1200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>SAN MATEO CA 94402</u>							
(City)	(State)	(Zip)						

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	09/12/2014		j ⁽¹⁾		164,600	D	\$0	3,766,100	I	See Footnote ⁽²⁾
Common Stock	09/12/2014		j ⁽³⁾		40,300	D	\$0	3,725,800	I	See Footnote ⁽²⁾
Common Stock	09/12/2014		j ⁽⁴⁾		81,200	D	\$0	3,644,600	I	See Footnote ⁽²⁾
Common Stock	09/12/2014		j ⁽⁵⁾		133,900	D	\$0	3,510,700	I	See Footnote ⁽²⁾
Common Stock	09/12/2014		j ⁽⁶⁾		199,300	D	\$0	3,311,400	I	See Footnote ⁽²⁾

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					

Explanation of Responses:

- Pro rata distribution for no consideration by Sanderling Venture Partners V, L.P. to its partners.
- See attached Exhibit 99.1
- Pro rata distribution for no consideration by Sanderling V Biomedical, L.P. to its partners
- Pro rata distribution for no consideration by Sanderling V Biomedical Co-Investment Fund, L.P. to its partners.
- Pro rata distribution for no consideration by Sanderling Venture Partners V Co-Investment Fund, L.P. to its partners.
- Pro rata distribution for no consideration by Sanderling Venture Partners VI Co-Investment Fund, L.P. to its partners.

[See Signatures Included in Exhibit 99.2](#)

09/16/2014

** 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.

Following the pro-rata distribution reported herein, the shares of Common Stock are held as follows: 829,046 shares of common stock held by Sanderling Venture Partners V, L.P., 233,134 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, 199,853 shares of common stock held by Sanderling V Biomedical Co-Investment Fund, L.P., 329,682 shares of common stock held by Sanderling Venture Partners V Co-Investment Fund, L.P., 891,189 shares of common stock held by Sanderling V Strategic Exit Fund, L.P. (collectively, the Sanderling V Shares), 498,046 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 (collectively, the Sanderling VI Shares), 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.

Signature of Reporting Persons:

This statement on 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

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
