

Kolchinsky Peter
Form 3
May 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â RA CAPITAL
MANAGEMENT, LLC

(Last) (First) (Middle)

C/O RA CAPITAL
MANAGEMENT, LLC, Â 20
PARK PLAZA, SUITE 1200

(Street)

BOSTON, Â MA Â 02116

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
04/26/2013

3. Issuer Name **and** Ticker or Trading Symbol
DERMA SCIENCES, INC. [DSCI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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, PAR VALUE \$0.01

1,990,931 ⁽¹⁾

I

see footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial
Ownership

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	
						(Instr. 5)	
WARRANTS TO PURCHASE COMMON STOCK	Â (3)	06/22/2016	Common Stock	363,636	\$ 9.9	I	see footnote (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RA CAPITAL MANAGEMENT, LLC C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â
Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â
RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â

Signatures

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC	05/01/2013
__Signature of Reporting Person	Date
/s/ Peter Kolchinsky	05/01/2013
__Signature of Reporting Person	Date
/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	05/01/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) These shares represent 1,312,963 shares held by RA Capital Healthcare Fund, L.P. ("Fund I") and 677,968 shares held by Blackwell Partners, LLC ("Blackwell").
- (2) RA Capital Management, LLC (the "Advisor") is the general partner of Fund I and the investment adviser of Blackwell. Peter Kolchinsky is the sole manager of the Adviser. Each of the Reporting Persons disclaims beneficial ownership of any shares of the above named Issuer reported herein, except to the extent of his or its pecuniary interest therein.
- (3) These warrants are exercisable for cash, provided, however, that the warrants are not exercisable to the extent the holder of any such warrant beneficially owns more than 9.98% of the outstanding Common Stock of the Issuer.

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- These warrants represent the right for Fund I to acquire 195,636 additional shares of Common Stock and for Blackwell to acquire 168,000
- (4) additional shares of Common Stock, in each case upon the terms and conditions set forth in such warrant. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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