

McKinley Edward J
Form 3
November 15, 2011

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 *

McKinley Edward J

(Last) (First) (Middle)

C/O CLOVIS ONCOLOGY,
INC., 2525 28TH STREET,
SUITE 100

(Street)

BOULDER, CO 80301

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/15/2011

3. Issuer Name and Ticker or Trading Symbol
Clovis Oncology, Inc. [CLVS]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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)

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series A-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	35,671	\$ (1)	D	Â
Series A-2 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	35,671	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	77,211	\$ (1)	D	Â
Convertible Promissory Notes	Â (2)	Â (2)	Common Stock	(2)	\$ (2)	D	Â
Stock Option (right to buy)	Â (3)	08/26/2019	Common Stock	25,862	\$ 0.29	D	Â
Stock Option (right to buy)	Â (4)	12/02/2020	Common Stock	6,896	\$ 3.08	D	Â
Stock Option (right to buy)	Â (5)	08/24/2021	Common Stock	12,413	\$ 11.02	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKinley Edward J C/O CLOVIS ONCOLOGY, INC. 2525 28TH STREET, SUITE 100 BOULDER, CO 80301	Â X	Â	Â	Â

Signatures

/s/ Edward J. McKinley 11/15/2011

**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) The reported securities are convertible at any time, in whole or in part, at the option of the reporting person, have no expiration date, and will automatically convert into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering.
The outstanding \$410,000 principal amount of these 5% convertible promissory notes and all accrued and unpaid interest thereon from and after May 25, 2011 will automatically convert into shares of Common Stock immediately prior to the closing of the Issuer's initial public offering at a conversion price equal to the per share price to the public of the Common Stock sold in the Issuer's initial public offering.
- (2) The option is immediately exercisable as to both vested and unvested shares. 25% of the shares subject to the option vested on each of August 26, 2009, August 26, 2010 and August 26, 2011, and 25% of the shares subject to the option shall vest on August 26, 2012. To the extent the reporting person exercises the option as to unvested shares, the reporting person will receive restricted shares that will vest in accordance with the vesting schedule for the option.
- (3)

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(4) The option is immediately exercisable as to both vested and unvested shares. 25% of the shares subject to the option vested on each of December 2, 2010 and August 26, 2011, and 25% of the shares subject to the option shall vest on each of August 26, 2012 and August 26, 2013. To the extent the reporting person exercises the option as to unvested shares, the reporting person will receive restricted shares that will vest in accordance with the vesting schedule for the option.

(5) The option is immediately exercisable as to both vested and unvested shares. The option shall vest on August 24, 2012. To the extent the reporting person exercises the option as to unvested shares, the reporting person will receive restricted shares that will vest in accordance with the vesting schedule for the option.

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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