

APPLIED GENETIC TECHNOLOGIES CORP
 Form 4
 April 01, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 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 *
 Alta Partners VIII, L.P.

2. Issuer Name and Ticker or Trading Symbol
 APPLIED GENETIC TECHNOLOGIES CORP [AGTC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

ONE EMBARCADERO CENTER,
 37TH FLOOR
 (Street)

4. 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

SAN FRANCISCO, FL 94111

(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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	04/01/2014		C		2,828,755	A	① 2,828,755
Common Stock	04/01/2014		P ⁽³⁾		155,645	A	\$ 12 ⁽³⁾ 2,984,400

Direct and indirect - see footnotes (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series B-1 Convertible Preferred Stock	(1)	04/01/2014		C	26,437,934	(1) (4)	Common Stock	755,000	
Series B-2 Convertible Preferred Stock	(1)	04/01/2014		C	49,060,606	(1) (4)	Common Stock	1,400,000	
Series B-3 Convertible Preferred Stock	(1)	04/01/2014		C	23,507,953	(1) (4)	Common Stock	671,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alta Partners VIII, L.P. ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, FL 94111		X		
CHAMPSI FARAH ONE EMBARCADERO CENTER, 37TH FLOOR SAN FRANCISCO, FL 94111		X		

JANNEY DANIEL
 ONE EMBARCADERO CENTER, 37TH FLOOR X
 SAN FRANCISCO, FL 94111

NOHRA GUY P
 ONE EMBARCADERO CENTER, 37TH FLOOR X
 SAN FRANCISCO, FL 94111

Alta Partners Management VIII, LLC
 ONE EMBARCADERO CENTER, 37TH FLOOR X
 SAN FRANCISCO, FL 94111

Signatures

/s/ Laurence
 Randall 04/01/2014

**Signature of
 Reporting Person Date

Farah Champsi 04/01/2014

**Signature of
 Reporting Person Date

Daniel Janney 04/01/2014

**Signature of
 Reporting Person Date

Guy Nohra 04/01/2014

**Signature of
 Reporting Person Date

Laurence
 Randall 04/01/2014

**Signature of
 Reporting Person Date

Explanation of Responses:

* 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).

(1) Each share of convertible preferred stock converted automatically into common stock upon the closing of the Issuer's initial public offering, and had no expiration date.

(2) The securities are held of record by Alta Partners VIII, L.P. ("APVIII"). Alta Partners Management VIII, LLC ("APMVIII") is the general partner of APVIII. Guy Nohra, Daniel Janney and Farah Champsi are managing directors of APMVIII and exercise shared voting and investment power with respect to the shares owned by APVIII. Each of the reporting persons disclaims beneficial ownership of such securities, except to the extent of his, her or its proportionate pecuniary interest therein.

(3) Shares purchased in the Issuer's initial public offering at the initial public offering price of \$12.00 per share.

(4) Not applicable.

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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