

SANDELL SCOTT D

Form 4

May 11, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDELL SCOTT D

(Last) (First) (Middle)

1954 GREENSPRING
DRIVE, SUITE 600

(Street)

TIMONIUM, MD 21093

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GLYCOMIMETICS INC [GLYC]

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

05/10/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	05/10/2018		X	216,046 A	\$ 0.33 4,706,797	I	See Note 1 ⁽¹⁾
Common Stock	05/10/2018		S ⁽²⁾	4,006 D	\$ 17.81 4,702,791	I	See Note 1 ⁽¹⁾
Common Stock	05/10/2018		X	298,406 A	\$ 0.33 5,001,197	I	See Note 1 ⁽¹⁾
Common Stock	05/10/2018		S ⁽³⁾	5,533 D	\$ 17.81 4,995,664	I	See Note 1 ⁽¹⁾
Common Stock					4,093,377	I	See Note 4 ⁽⁴⁾

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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 Shares
Warrant to Purchase Common Stock (right to buy)	\$ 0.33	05/10/2018		X		216,046		07/03/2008	07/03/2018	Common Stock	216,046
Warrant to Purchase Common Stock (right to buy)	\$ 0.33	05/10/2018		X		298,406		01/16/2009	01/16/2019	Common Stock	298,406

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

Signatures

/s/ Sasha Keough,
attorney-in-fact

05/11/2018

____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) The Reporting Person is a general partner of NEA Partners 10, Limited Partnership ("NEA Partners 10"), NEA Partners 10 is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the direct beneficial owner of the shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which the Reporting Person has no pecuniary interest.

(2) On May 10, 2018, NEA 10 exercised warrants to purchase a total of 216,046 shares of the Issuer's common stock for \$0.33 a share. NEA 10 paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 4,006 of the warrant shares to pay the exercise price and issuing 212,040 shares to NEA 10. The Issuer also paid cash to NEA 10 in lieu of any fractional shares to be issued upon exercise of the warrants.

(3) On May 10, 2018, NEA 10 exercised warrants to purchase a total of 298,406 shares of the Issuer's common stock for \$0.33 a share. NEA 10 paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 5,533 of the warrant shares to pay the exercise price and issuing 292,873 shares to NEA 10. The Issuer also paid cash to NEA 10 in lieu of any fractional shares to be issued upon exercise of the warrants.

(4) The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of New Enterprise Associates 13, L.P. ("NEA 13"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.

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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