

BARRETT M JAMES
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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BARRETT M JAMES		(Month/Day/Year)	Clovis Oncology, Inc. [CLVS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/15/2011		
1954 GREENSPRING DRIVE,Â SUITE 600			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
TIMONIUM,Â MDÂ 21093			(give title below)	(specify below)
(City)	(State)	(Zip)	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	

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

SEC 1473 (7-02)

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 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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A-1 Preferred Stock	Â (1)	Â (1)	Common Stock	409,274	\$ (1)	I	See Note 2 (2)
Series A-2 Preferred Stock	Â (1)	Â (1)	Common Stock	416,171	\$ (1)	I	See Note 2 (2)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	900,803	\$ (1)	I	See Note 2 (2)
5% Convertible Notes due 2012	Â (3)	05/25/2012	Common Stock	377,124	\$ (3)	I	See Note 4 (4)
Stock Option (Right to Buy)	Â (5)	08/26/2019(6)	Common Stock	25,862	\$ 0.29	D	Â
Stock Option (Right to Buy)	Â (7)	12/02/2020(8)	Common Stock	6,896	\$ 3.08	D	Â
Stock Option (Right to Buy)	08/24/2012(9)	08/24/2021(10)	Common Stock	12,414	\$ 11.02	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â X	Â X	Â	Â

Signatures

/s/ Louis Citron,
attorney-in-fact

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 shares of Preferred Stock have no expiration date or conversion price and will automatically convert into shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering on a 1-for-1 basis.
 - (2) The Reporting Person is a director of NEA 13 GP, LTD ("NEA 13 LTD"), the sole general partner of NEA Partners 13, L.P., ("NEA Partners 13"), 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.
 - (3) The outstanding principal and accrued and unpaid interest on these Convertible Notes shall automatically be converted into shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering at the Issuer's initial public offering price per share.
 - (4) The Reporting Person is a director of NEA 13 LTD, the sole general partner of NEA Partners 13, the sole general partner of NEA 13, which is the holder of the Convertible Notes. 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 Convertible Notes in which the Reporting Person has no pecuniary interest.

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- (5) The option is immediately exercisable as to both vested and unvested shares. The option was granted on August 26, 2009 and vests over three years from the date of grant, with 25% vesting on August 26, 2009 and 25% vesting on each of the first, second and third anniversaries of the date of grant. 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.
- (6) The option expires on August 26, 2019, unless it expires sooner pursuant to the terms of the Issuer's 2009 Equity Incentive Plan.
- The option is immediately exercisable as to both vested and unvested shares. The option was granted on December 2, 2010 and 25% vested on the date of grant and 25% will vest on each of the first, second, and third anniversaries of the vesting commencement date, August 26, 2010. 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.
- (7) The option expires on December 2, 2020, unless it expires sooner pursuant to the terms of the Issuer's 2009 Equity Incentive Plan.
- The option is immediately exercisable as to both vested and unvested shares. The option was granted on August 24, 2011 and vests and becomes exercisable on the first anniversary of the date of grant, or if the Reporting Person is terminated as a director of the Issuer without misconduct or within one year following the occurrence of a change in control of the Issuer. 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.
- (8) The option expires on August 24, 2021, unless it expires sooner pursuant to the terms of the Issuer's 2009 Equity Incentive Plan.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.