

Allen Andrew R
Form 4
November 21, 2011

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 *
Allen Andrew R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2011

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

See Remarks

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

(Street)

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

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

BOULDER, CO 80301

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 11/21/2011 | | C | 3,567 A | 204,717 | D | |
| Common Stock | 11/21/2011 | | C | 3,567 A | 208,284 | D | |
| Common Stock | 11/21/2011 | | C | 7,721 A | 216,005 | D | |
| Common Stock | 11/21/2011 | | C | 3,153 A | 219,158 | D | |
| Common Stock | 11/21/2011 | | P | 3,846 A | \$ 13 223,004 | D | |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A-1 Convertible Preferred Stock | (1) | 11/21/2011 | | C | 10,345 | (1) (1) | Common Stock | 3,567 |
| Series A-2 Convertible Preferred Stock | (1) | 11/21/2011 | | C | 10,345 | (1) (1) | Common Stock | 3,567 |
| Series B Convertible Preferred Stock | (1) | 11/21/2011 | | C | 22,391 | (1) (1) | Common Stock | 7,721 |
| Convertible Promissory Notes | \$ 13 | 11/21/2011 | | C | \$ 40,000 (2) | (2) (2) | Common Stock | 3,153 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Allen Andrew R C/O CLOVIS ONCOLOGY, INC. 2525 28TH STREET, SUITE 100 BOULDER, CO 80301 | | | See Remarks | |

Signatures

/s/ Andrew R.
Allen

11/21/2011

__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).
- The reported securities were convertible at any time, in whole or in part, at the option of the reporting person, had no expiration date, and
- (1) automatically converted into shares of Common Stock on November 21, 2011, the closing of the Issuer's initial public offering, on a 2.9 for 1 basis.
- The outstanding \$40,000 principal amount of these 5% convertible promissory notes due May 25, 2012 and all accrued and unpaid interest thereon from and after May 25, 2011 automatically converted into shares of Common Stock on November 21, 2011, the closing of the Issuer's initial public offering, at a conversion price of \$13.00, the per share price to the public of the Common Stock sold in the
- (2) Issuer's initial public offering.

Remarks:

Executive Vice President of Clinical and Pre-Clinical Development and Chief Medical Officer

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.