

ARCA biopharma, Inc.
Form 4
February 21, 2017

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 *
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2. Issuer Name and Ticker or Trading Symbol
ARCA biopharma, Inc. [ABIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

11080 CIRCLEPOINT RD., SUITE 140

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2017

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

WESTMINSTER, CO 80023

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) Price | 767,660 | I | By Venrock Healthcare Capital Partners II, L.P. ⁽¹⁾ |
| Common Stock | | | | (A) or (D) Price | 311,272 | I | By VHCP Co-Investment Holdings II, LLC ⁽²⁾ |
| Common Stock | | | | (A) or (D) Price | 390,912 | I | By Venrock Healthcare Capital Partners, L.P. |

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- These securities are owned directly by Venrock Healthcare Capital Partners II, L.P. The Reporting Person has a pecuniary interest in
- (1) Venrock Healthcare Capital Partners II, L.P. The Reporting Person holds no voting or investment interest in these securities, and disclaims beneficial ownership of such shares except to the extent of his pro rata partnership interest therein.
- These securities are owned directly by VHCP Co-Investment Holdings II, LLC. The Reporting Person has a pecuniary interest in VHCP
- (2) Co-Investment Holdings II, LLC. The Reporting Person holds no voting or investment interest in these securities, and disclaims beneficial ownership of such shares except to the extent of his pro rata partnership interest therein.
- These securities are owned directly by Venrock Healthcare Capital Partners, L.P. The Reporting Person has a pecuniary interest in
- (3) Venrock Healthcare Capital Partners, L.P. The Reporting Person holds no voting or investment interest in these securities, and disclaims beneficial ownership of such shares except to the extent of his pro rata partnership interest therein.
- These securities are owned directly by VHCP Co-Investment Holdings, LLC. The Reporting Person has a pecuniary interest in VHCP
- (4) Co-Investment Holdings, LLC. The Reporting Person holds no voting or investment interest in these securities, and disclaims beneficial ownership of such shares except to the extent of his pro rata partnership interest therein.
- Grant to the Reporting Person of a stock option under the 2013 Amended and Restated Equity Incentive Plan, vesting in 12 equal monthly installments beginning as of February 16, 2017. If the Reporting Person's service as a director of the Issuer terminates in connection with
- (5) or at any time following a change in control (for whatever reason), then any unexpired options that remain unvested shall become fully vested

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.