

CATABASIS PHARMACEUTICALS INC
Form SC 13G
February 16, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)*

Catabasis Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

14875P107

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to *the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 14875P107 Page 2 of 9

Name of
Reporting
Persons

1.

Advanced
Technology
Ventures VIII,
L.P.
Check the
Appropriate Box
if a Member of a
Group (See

2. Instructions)

(a) ¹ (b) ²

3. SEC USE
ONLY

Citizenship or
Place of
Organization

4.

Delaware

Sole Voting Power

Number of
5.

Shares
0

Beneficially
Shared Voting Power

Owned by
6.

Each
1,133,943²
7. Sole Dispositive Power

Reporting

Person With:

0
Shared Dispositive Power

8.

1,133,943²
Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,133,943²
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

10.

Percent of Class Represented by Amount in Row (9)

11.

7.4%³
Type of Reporting Person (See Instructions)

12.

PN

This Schedule 13G is being filed by Advanced Technology Ventures VIII, L.P. ("ATV VIII") and ATV Associates
¹VIII, L.L.C. ("ATVA VIII"), the general partner of ATV VIII.

²Consists of shares held directly by ATV VIII.

This percentage is calculated based upon 15,297,794 shares of the Issuer's common stock outstanding as of
³November 1, 2015, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange
Commission on November 12, 2015.

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Name of
Reporting
Persons

1.

ATV Associates
VIII, L.L.C.
Check the
Appropriate Box
if a Member of a
Group (See

2. Instructions)

(a) ¹ (b)

SEC USE
ONLY

3.

Citizenship or
Place of
Organization

4.

Delaware

Number of Sole Voting Power

Shares 5.

Beneficially 0
Shared Voting Power

Owned by
6.

Each 1,133,943²

Reporting Sole Dispositive Power

Person With: 7.

0

8. Shared Dispositive Power

1,133,943²

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,133,943²

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

10.

Percent of Class Represented by Amount in Row (9)

11.

7.4%³

Type of Reporting Person (See Instructions)

12.

OO

¹This Schedule 13G is being filed by Advanced Technology Ventures VIII, L.P. ("ATV VIII") and ATV Associates VIII, L.L.C. ("ATVA VIII"), the general partner of ATV VIII.

²Consists of shares held directly by ATV VIII.

³This percentage is calculated based upon 15,297,794 shares of the Issuer's common stock outstanding as of November 1, 2015, as set forth in the Issuer's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 12, 2015.

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Introductory Note: This Statement on Schedule 13G is filed on behalf of Advanced Technology Ventures VIII, L.P., a Delaware limited partnership (“ATV VIII”) and ATV Associates VIII, L.L.C., a Delaware limited liability company (“ATVA VIII”) in respect of shares of common stock of Catabasis Pharmaceuticals, Inc.

Item 1.

(a) Name of Issuer

Catabasis Pharmaceuticals, Inc.

(b) Address of Issuer’s Principal Executive Offices

One Kendall Square

Bldg. 1400E, Suite B14202

Cambridge, MA 02139

Item 2.

(a) Name of Person Filing

Advanced Technology Ventures VIII, L.P.

ATV Associates VIII, L.L.C.

(b) Address of Principal Business Office or, if none, Residence

500 Boylston Street, Suite 1380, Boston, MA 02116

(c)Citizenship

Both of the entities are organized under the laws of Delaware.

(d)Title of Class of Securities

Common Stock, \$0.001 par value

(e)CUSIP Number

14875P107

Item 3. **If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

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Item 4. Ownership

(a) Amount Beneficially Owned as of December 31, 2015:

| | |
|-----------------------------------------|---------------|
| Advanced Technology Ventures VIII, L.P. | 1,133,943 (1) |
| ATV Associates VIII, L.L.C. | 1,133,943 (1) |

(b) Percent of Class as of December 31, 2015:

| | |
|-----------------------------------------|------|
| Advanced Technology Ventures VIII, L.P. | 7.4% |
| ATV Associates VIII, L.L.C. | 7.4% |

(c) Number of shares as to which the person has, as of December 31, 2015:

(i) Sole power to vote or to direct the vote

| | |
|-----------------------------------------|---|
| Advanced Technology Ventures VIII, L.P. | 0 |
| ATV Associates VIII, L.L.C. | 0 |

(ii) Shared power to vote or to direct the vote

| | |
|-----------------------------------------|---------------|
| Advanced Technology Ventures VIII, L.P. | 1,133,943 (1) |
| ATV Associates VIII, L.L.C. | 1,133,943 (1) |

(v) Sole power to dispose or to direct the disposition of

| | |
|-----------------------------------------|---|
| Advanced Technology Ventures VIII, L.P. | 0 |
| ATV Associates VIII, L.L.C. | 0 |

(iv) Shared power to dispose or to direct the disposition of

Advanced Technology Ventures VIII, L.P. 1,133,943 (1)
ATV Associates VIII, L.L.C. 1,133,943 (1)

(1) These shares are owned directly by ATV VIII.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: February 16, 2016

**ADVANCED TECHNOLOGY
VENTURES VIII, L.P.**

By: ATV Associates VIII, L.L.C.

By: /s/ Jean George
Name: Jean George
Title: Managing Director

ATV ASSOCIATES VIII, L.L.C.

By: /s/ Jean George
Name: Jean George
Title: Managing Director

EXHIBITS

A: Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Catabasis Pharmaceuticals, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 16th day of February, 2016.

**ADVANCED TECHNOLOGY
VENTURES VIII, L.P.**

By: ATV Associates VIII, L.L.C.

By: /s/ Jean George
Name: Jean George
Title: Managing Director

ATV ASSOCIATES VIII, L.L.C.

By: /s/ Jean George
Name: Jean George
Title: Managing Director