

APPLIED GENETIC TECHNOLOGIES CORP
Form SC 13D
April 11, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Applied Genetic
Technologies
Corporation
(Name of Issuer)

Common Stock,
par value \$0.001
per share
(Title of Class of
Securities)

03820J 10
0
(CUSIP
Number)

Larry Randall
Alta Partners
One Embarcadero
Center, Suite 3700
San Francisco, CA
94111
(415) 362-4022
(Name, Address and
Telephone Number of
Person Authorized to
Receive Notices and
Communications)

April 1, 2014
(Date of Event which
Requires Filing of this
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the

following box. []

*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 disclosures provided in a prior cover page.

The information required on 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. 03820J 10 0

SCHEDULE 13D

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NAMES OF REPORTING PERSON

1 Alta Partners VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

SEC USE ONLY

3 SOURCE OF FUNDS WC

4 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 5 ITEMS 2(d) or 2(e)
 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	7	SOLE VOTING POWER	2,984,400 (a)
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	-0-
OWNED BY			
EACH	9	SOLE DISPOSITIVE	2,984,400 (a)
REPORTING		POWER	
PERSON			
WITH	10	SHARED DISPOSITIVE	-0-
		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,984,400 (a)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 21.2%

14 TYPE OF REPORTING PERSON PN

(a) Alta Partners VIII, L.P. (“AP VIII”) has sole voting and dispositive control over 2,984,400 shares of common stock, par value \$0.001 per share (“Common Stock”), of Applied Genetic Technologies Corporation (the “Issuer”), except that Alta Partners Management VIII, LLC (“APM

VIII”), the general partner of AP VIII, and Farah Champsi (“Champsi”), Daniel Janney (“Janney”) and Guy Nohra (“Nohra”), managing directors of AP VIII, may be deemed to share dispositive and voting power over such stock.

- (b) The percentage set forth in row (13) is based on the 14,077,942 outstanding shares of Common Stock as of April 3, 2014, as disclosed to the Reporting Persons by the Issuer.
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SCHEDULE 13D

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NAMES OF REPORTING PERSON

1

Alta Partners Management VIII, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b) T

SEC USE ONLY

3

SOURCE OF FUNDS

AF

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

6

NUMBER OF SHARES	7	SOLE VOTING POWER	-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	2,984,400(c)
EACH	9	SOLE DISPOSITIVE POWER	-0-
REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	2,984,400 (c)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,984,400 (c)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.2% (d)

TYPE OF REPORTING PERSON

OO

14

- (c) APM VIII is the general partner of AP VIII and shares voting and dispositive power over the shares of Common Stock held by AP VIII.
 - (d) The percentage set forth in row (13) is based on the 14,077,942 outstanding shares of Common Stock as of April 3, 2014, as disclosed to the Reporting Persons by the Issuer.
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SCHEDULE 13D

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1 NAMES OF REPORTING PERSON

Farah Champsi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES	7	SOLE VOTING POWER	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	2,984,400 (e)
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	2,984,400 (e)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,984,400 (e)

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.2% (f)

14 TYPE OF REPORTING PERSON

IN

(e) Champsi is a managing director of APM VIII and may be deemed to share voting and dispositive control over the shares of Common Stock held by AP VIII.

(f) The percentage set forth in row (13) is based on the 14,077,942 outstanding shares of Common Stock as of April 3, 2014, as disclosed to the Reporting Persons by the Issuer.

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SCHEDULE 13D

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NAMES OF REPORTING PERSON

1 Daniel Janney

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF	7	SOLE VOTING POWER	-0-
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	2,984,400 (g)
OWNED BY			
EACH	9	SOLE DISPOSITIVE	-0-
REPORTING		POWER	
PERSON			
WITH	10	SHARED DISPOSITIVE	2,984,400 (g)
		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,984,400 (g)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 21.2% (h)

14 TYPE OF REPORTING PERSON IN

(g)

Janney is a managing director of APM VIII and may be deemed to share voting and dispositive control over the shares of Common Stock held by AP VIII.

- (h) The percentage set forth in row (13) is based on the 14,077,942 outstanding shares of Common Stock as of April 3, 2014, as disclosed to the Reporting Persons by the Issuer.
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SCHEDULE 13D

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1 NAMES OF REPORTING PERSON
Guy Nohra

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF SHARES	7	SOLE VOTING POWER	-0-
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	2,984,400 (i)
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	2,984,400 (i)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,984,400 (i)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.2% (j)

14 TYPE OF REPORTING PERSON IN

(i) Nohra is a managing director of APM VIII and may be deemed to share voting and dispositive control over the shares of Common Stock held by AP VIII.

- (j) The percentage set forth in row (13) is based on the 14,077,942 outstanding shares of Common Stock as of April 3, 2014, as disclosed to the Reporting Persons by the Issuer.
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Item 1. Security and Issuer.

The title and class of securities to which this Statement on Schedule 13D (this “Statement”) relates is the common stock, par value \$0.001 per share (the “Common Stock”), of Applied Genetic Technologies Corporation, a Delaware corporation (the “Issuer”). The principal executive office of the Issuer is located at 11801 Research Drive, Suite D, Alachua, Florida, 32615. Information given in response to each item shall be deemed incorporated by reference in all other items as applicable.

Item 2. Identity and Background.

(a) This Statement is being filed by (i) Alta Partners VIII, L.P., a Delaware limited partnership (“AP VIII”), (ii) Alta Partners Management VIII, LLC, a Delaware limited liability company (“APM VIII”), and (iii) Farah Champsi, Daniel Janney, and Guy Nohra (collectively referred to as the “Managing Directors”), the Managing Directors of APM VIII. AP VIII, APM VIII, and the Managing Directors are sometimes hereinafter collectively referred to as the “Reporting Persons.”

(b) The principal executive offices of AP VIII and APM VIII, and the business address of each of the Managing Directors are located at One Embarcadero Center, Suite 3700, San Francisco, California 94111.

(c) The principal business of AP VIII is making venture capital investments. APM VIII’s principal business is acting as general partner of AP VIII. Each of the Managing Directors’ principal business is acting as a director of APM VIII.

(d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws of finding any violation with respect to such laws.

(f) Each of the Managing Directors is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Between November 2012 and November 2013, AP VIII purchased an aggregate of (i) 26,437,934 shares of Series B-1 Preferred Stock (“Series B-1 Shares”) for an aggregate purchase price of \$3.4 million, (ii) 49,060,606 shares of Series B-2 Preferred Stock (“Series B-2 Shares”) for an aggregate purchase price of \$7.3 million, and (iii) 23,507,953 shares of Series B-3 Preferred Stock (“Series B-3 Shares”) for an aggregate purchase price of \$4.3 million. The Series B-1 Shares, the Series B-2 Shares and the Series B-3 Shares are collectively referred to as the “Preferred Stock.” AP VIII received the funds used to purchase the Preferred Stock from capital contributions made to AP VIII by its partners for investment purposes.

Upon the closing of the Issuer’s initial public offering on April 1, 2014 (the “IPO Closing”), all of the Preferred Stock automatically converted into shares of Common Stock, and AP VIII received 2,828,755 shares of Common Stock upon such conversion.

Additionally, AP VIII purchased 155,645 shares of Common Stock (the "IPO shares") as part of the Issuer's initial public offering, which purchase closed as part of the IPO Closing. The aggregate purchase price of the IPO Shares was approximately \$1.9 million. AP VIII received the funds used to purchase the IPO Shares from capital contributions made to AP VIII by its partners and members for investment purposes.

Item 4. Purpose of Transaction.

AP VIII purchased the aforementioned Preferred Stock and IPO Shares for investment purposes with the aim of increasing the value of its investments and the Issuer.

Except as set forth in Item 6 below, none of the Reporting Persons have a present plan or proposal that relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, each of the Reporting Persons reserve the right to propose or participate in future transactions which may result in one or more of such actions, including but not limited to, an extraordinary corporate transaction, such as a merger, reorganization or liquidation, sale of a material amount of assets of the Issuer or its subsidiaries, or other transactions which might have the effect of causing the Common Stock to become eligible for termination of registration under Section 12(g) of the Securities Exchange Act of 1934, as amended. The Reporting Persons also retain the right to change their investment intent at any time, to acquire additional shares of Common Stock or other securities of the Issuer from time to time, or to sell or otherwise dispose of all or part of the Common Stock beneficially owned by them (or any shares of Common Stock into which such securities are converted) in any manner permitted by law. The Reporting Persons may engage from time to time in ordinary course transactions with financial institutions with respect to the securities described herein.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, AP VIII directly holds 2,984,400 shares of Common Stock, representing 21.2% of the Issuer's outstanding Common Stock. As the general partner of AP VIII, APM VIII beneficially owns an aggregate of 2,984,400 shares of Common Stock, representing 21.2% of the Issuer's Common Stock outstanding. Each of Managing Directors beneficially owns 2,984,400 shares of Common Stock, representing 21.2% of the Issuer's outstanding Common Stock. The percentages set forth in this Item 5 are based on the 14,077,942 outstanding shares of Common Stock as of April 3, 2014, as disclosed to the Reporting Persons by the Issuer.

(b) AP VIII has sole voting and dispositive control over 2,984,400 shares of Common Stock. None of the other Reporting Persons owns any securities of the Issuer directly. APM VIII, as the general partner of AP VIII, shares the power to direct the voting and disposition of the 2,984,400 shares beneficially owned by AP VIII and may be deemed to beneficially own the shares beneficially owned by AP VIII. By virtue of their positions as managing directors of APM VIII, each Managing Director may be deemed to share the power to direct the disposition and vote of the 2,984,400 shares beneficially owned by AP VIII and may be deemed to beneficially own the shares of Common