

MIRAGEN THERAPEUTICS, INC.

Form 4

February 13, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
LEBOW BENNETT S

2. Issuer Name and Ticker or Trading Symbol
**MIRAGEN THERAPEUTICS, INC.
[MGEN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE, 14TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2017

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

NEW YORK, NY 10065

(City) (State) (Zip)

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

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

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)
			Code	V	Amount	or (D)	Price
Common Stock	02/13/2017		M ⁽¹⁾		279,067 ⁽²⁾	A	\$ 5.39 ⁽²⁾
Common Stock					148,841 ⁽²⁾	I	

By
LeBow Alpha, LLLP⁽³⁾

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 of Underlying Security (Instr. 3)
				Code	(A)	(D)	
Unsecured Demand Promissory Note	\$ 5.39	02/13/2017		A ⁽⁴⁾	\$ 1,045,000	02/13/2017 ⁽⁴⁾	Common Stock
Unsecured Demand Promissory Note	\$ 5.39	02/13/2017		M	\$ 1,045,000	02/13/2017 ⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEBOW BENNETT S 667 MADISON AVENUE, 14TH FLOOR NEW YORK, NY 10065	X	X		

Signatures

/s/ Samuel D. Riccitelli, Attorney-in-Fact for Bennett S. Lebow 02/13/2017

**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).
- (1) Immediately prior to the effective time of the Merger, that certain Unsecured Demand Promissory Note (the "Note"), dated March 6, 2015, as amended, issued by the issuer to the reporting person was converted into Common Stock. See footnote (4).
- (2) On November 4, 2016, the issuer effected a one-for-15 reverse split of its Common Stock (the "Reverse Split"), and the number of securities and/or the conversion price reported reflect the Reverse Split.
- (3) These shares are owned by LeBow Alpha, LLLP ("LeBow Alpha"). The reporting person is President of the general partner of LeBow Alpha and, as such, has the power to vote and dispose of the shares owned by LeBow Alpha. The reporting person disclaims beneficial ownership of those shares owned by LeBow Alpha except to the extent of his pecuniary interest therein.
- (4) On October 31, 2016, the issuer and the reporting person agreed, subject to the approval of the issuer's stockholders which was given on February 10, 2017, to amend the Note to provide for automatic conversion of the unpaid principal balance and all accrued interest

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on the Note (the "Outstanding Balance"), plus a premium of 11% on the Outstanding Balance (the "Premium"), into Common Stock, immediately prior to the effective time of the Merger. The Merger closed on February 13, 2017. See "Remarks".

- (5) At any time on or after June 30, 2015, the Note was payable upon demand of the reporting person.
- (6) The number of shares of Common Stock into which the Note was made convertible is determined by dividing (i) the sum of the Outstanding Balance plus the Premium by (ii) the closing market price of the Common Stock on the Nasdaq Capital Market on October 31, 2016 of \$5.39, as adjusted to reflect the Reverse Split (the "Conversion Price").
- (7) See footnote (6). The Outstanding Balance on February 13, 2017 was \$1,355,365, consisting of an unpaid principal balance of \$1,045,000 and accrued interest of \$310,365. The Premium was \$149,090.15.

Remarks:

On February 13, 2017, a merger (the "Merger") was effected pursuant to that certain Agreement and Plan of Merger and Reorg

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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