

Dermira, Inc.
Form 4
October 08, 2014

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 *
BAY CITY CAPITAL LLC

2. Issuer Name and Ticker or Trading Symbol
Dermira, Inc. [DERM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
750 BATTERY STREET STE 400,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2014

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

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

SAN FRANCISCO, CA 94111

(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 | 10/08/2014 | | C | V Amount A \$ 0 (1) 3,356,337 | 3,373,255 | I | See footnotes (2) (3) |
| Common Stock | 10/08/2014 | | P | A \$ 16 67,820 | 3,441,075 | I | See footnotes (2) (3) |
| Common Stock | 10/08/2014 | | C | A \$ 0 (1) 63,958 | 64,280 | I | See footnotes (2) (4) |
| Common Stock | 10/08/2014 | | P | A \$ 16 1,292 | 65,572 | I | See footnotes (2) (4) |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | \$ 0 ⁽¹⁾ | 10/08/2014 | | C | 2,337,590 | ⁽¹⁾ ⁽⁵⁾ | ⁽¹⁾ ⁽⁵⁾ | Common Stock | 2,337,590 |
| Series A Preferred Stock | \$ 0 ⁽¹⁾ | 10/08/2014 | | C | 44,545 | ⁽¹⁾ ⁽⁵⁾ | ⁽¹⁾ ⁽⁵⁾ | Common Stock | 44,545 |
| Series B Preferred Stock | \$ 0 ⁽¹⁾ | 10/08/2014 | | C | 643,066 | ⁽¹⁾ ⁽⁵⁾ | ⁽¹⁾ ⁽⁵⁾ | Common Stock | 643,066 |
| Series B Preferred Stock | \$ 0 ⁽¹⁾ | 10/08/2014 | | C | 12,254 | ⁽¹⁾ ⁽⁵⁾ | ⁽¹⁾ ⁽⁵⁾ | Common Stock | 12,254 |
| Series C Preferred Stock | \$ 0 ⁽¹⁾ | 10/08/2014 | | C | 375,681 | ⁽¹⁾ ⁽⁵⁾ | ⁽¹⁾ ⁽⁵⁾ | Common Stock | 375,681 |
| Series C Preferred Stock | \$ 0 ⁽¹⁾ | 10/08/2014 | | C | 7,159 | ⁽¹⁾ ⁽⁵⁾ | ⁽¹⁾ ⁽⁵⁾ | Common Stock | 7,159 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAY CITY CAPITAL LLC 750 BATTERY STREET STE 400 SAN FRANCISCO, CA 94111 | X | X | | |
| Bay City Capital Management V LLC 750 BATTERY STREET, SUITE 400 | | X | | |

SAN FRANCISCO, CA 94111

Bay City Capital Fund V, L.P.
750 BATTERY STREET
SUITE 400
SAN FRANCISCO, CA 94111

X

Bay City Capital Fund V Co-Investment Fund, L.P.
750 BATTERY STREET
SUITE 400
SAN FRANCISCO, CA 94111

X

Signatures

Bay City Capital LLC /s/ Fred Craves, Managing Director

10/08/2014

__Signature of Reporting Person

Date

Bay City Capital Management V, LLC By: Bay City Capital LLC its Manager /s/ Fred Craves, Managing Director

10/08/2014

__Signature of Reporting Person

Date

Bay City Capital Fund V, L.P. By: Bay City Capital Management V, LLC its General Partner By: Bay City Capital LLC its Manager /s/ Fred Craves, Managing Director

10/08/2014

__Signature of Reporting Person

Date

Bay City Capital Fund V Co-Investment Fund, L.P. By: Bay City Capital Management V, LLC its General Partner By: Bay City Capital LLC its Manager /s/ Fred Craves, Managing Director

10/08/2014

__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).

In connection with the consummation of the Issuer's initial public offering on October 8, 2014, each share of Preferred Stock

(1) automatically converted into one (1) share of Common Stock for no additional consideration. All shares of Common Stock issued upon conversion were aggregated.

Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management V LLC, a Delaware limited liability company ("Management V"), Bay City Capital Fund V, L.P., a Delaware limited partnership ("Fund V"), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment V") are deemed to be a "group" for the purposes of Section

(2) 13(d) under the Securities Exchange Act of 1934. Management V is the general partner of Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. BCC, the manager of Management V, is also an advisor to Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. Fred Craves, a Managing Director of BCC, is a member of the Issuer's Board of Directors.

(3) Represent securities held by Fund V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.

(4) Represent securities held by Co-Investment V, including indirect interests of BCC and Management V. BCC and Management V each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.

(5) None.

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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