

PORTER MICHAEL E
Form 3
February 01, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â PORTER MICHAEL E</p> <p>(Last) (First) (Middle)</p> <p>C/O MERRIMACK PHARMACEUTICALS, INC.,Â ONE KENDALL SQUARE, SUITE B7201</p> <p>(Street)</p> <p>CAMBRIDGE,Â MAÂ 02139</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/31/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MERRIMACK PHARMACEUTICALS INC [MACK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	63,000	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	56,509	\$ (1)	D	Â
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	34,286	\$ (2)	D	Â
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	25,000	\$ (3)	D	Â
Series F Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	33,000	\$ (4)	D	Â
Series G Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	28,570	\$ (5)	D	Â
Stock Option (right to buy)	Â (6)	05/08/2013	Common Stock	15,000	\$ 2.19	D	Â
Stock Option (right to buy)	Â (6)	08/03/2015	Common Stock	10,000	\$ 1.71	D	Â
Stock Option (right to buy)	Â (6)	10/04/2017	Common Stock	2,500	\$ 2.59	D	Â
Stock Option (right to buy)	Â (6)	09/21/2018	Common Stock	2,500	\$ 1.81	D	Â
Stock Option (right to buy)	Â (7)	11/04/2019	Common Stock	5,000	\$ 2.12	D	Â
Stock Option (right to buy)	Â (8)	10/14/2020	Common Stock	25,000	\$ 2.69	D	Â
Stock Option (right to buy)	Â (6)	12/08/2020	Common Stock	60,000	\$ 2.69	D	Â
Stock Option (right to buy)	Â (6)	05/02/2021	Common Stock	25,000	\$ 5.54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORTER MICHAEL E C/O MERRIMACK PHARMACEUTICALS, INC. ONE KENDALL SQUARE, SUITE B7201 CAMBRIDGE, MA 02139	Â X	Â	Â	Â

Signatures

/s/ Jeffrey A. Munsie,
attorney-in-fact

02/01/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series C Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (2) Each share of Series D Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (3) Each share of Series E Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (4) Each share of Series F Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (5) Each share of Series G Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
- (6) This option is fully vested.
- (7) This option vested as to 1/12th of the shares on each of November 5, 2009 and February 1, 2010 and vests in equal quarterly installments thereafter until August 1, 2012.
- (8) This option vested as to 1/12th of the shares on each of October 15, 2010 and January 1, 2011 and vests in equal quarterly installments thereafter until July 1, 2013.

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.