MIRAGEN THERAPEUTICS, INC.

Form 3

February 13, 2017

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)

1. Name and Address of Reporting

Person *

A Marshall William Stuart

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/13/2017

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MIRAGEN THERAPEUTICS, INC. [MGEN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O MIRAGEN

THERAPEUTICS, INC., Â 6200

LOOKOUT ROAD

(Street)

X Director 10% Owner

(Check all applicable)

X Officer Other (give title below) (specify below) President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOULDER. COÂ 80301

(City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3.

Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

148,578 (1) (2) Common Stock

Â D

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** (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

1

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy) (1)	(3)	07/30/2018	Common Stock	115,818	\$ 0.57	D	Â
Stock Option (right to buy) (1)	(4)	06/14/2022	Common Stock	230,968	\$ 1.22	D	Â
Stock Option (right to buy) (1)	(5)	02/21/2026	Common Stock	156,791	\$ 1.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Marshall William Stuart C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER, CO 80301	ÂX	Â	President & CEO	Â		

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for William Stuart
Marshall
02/13/2017

**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).
- Shares of common stock of the corporation then known as Miragen Therapeutics, Inc. ("Old Miragen") were converted into shares of the Issuer pursuant to that certain Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among the Issuer, Signal Merger Sub, Inc. and Old Miragen (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of common stock was converted into 0.7031 shares of the Issuer's common stock.
 - Reporting Person held 211,319 shares of common stock of Old Miragen prior to the conversion pursuant to the Merger Agreement including: 150,000 shares of common stock of Old Miragen; and shares of common stock of Old Miragen issued upon the conversion of
- (2) 37,586 shares of Series A convertible preferred stock of Old Miragen, 6,470 share of Series B convertible preferred stock of Old Miragen and 17,263 shares of Series C convertible preferred stock of Old Miragen. Immediately prior to the effective time of the merger, each share of Old Miragen preferred stock converted into one share of Old Miragen's common stock.
- On July 31, 2008, Reporting Person was granted an option to purchase 164,726 shares of the common stock of Old Miragen under Old Miragen's Equity Incentive Plan (the "Plan") at an exercise price of \$0.40 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 115,818 shares of the Issuer's common stock at a per share exercise price of \$0.57. The option is fully vested and exercisable. The option expires ten years after the date of grant.
- On June 15, 2012, Reporting Person was granted an option to purchase 328,500 shares of the common stock of Old Miragen under the Plan at an exercise price of \$0.86 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 230,968 shares of the Issuer's common stock at a per share exercise price of \$1.22. The option is fully vested and exercisable. The option expires ten years after the date of grant.
- (5) On February 22, 2016, Reporting Person was granted an option to purchase 223,000 shares of common stock of Old Miragen under the Plan at an exercise price of \$0.74 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 156,791 shares of the Issuer's common stock at a per share exercise price of \$1.05. The shares subject to the option vest in 48 equal monthly installments beginning on March 22, 2016, provided that at the relevant vesting dates the Reporting Person's continuous service

Reporting Owners 2

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to the Issuer has not been terminated as defined in and as determined under the Plan. The shares underlying the option are subject to accelerated vesting upon the occurrence of specified events including a change of control of the Issuer and the Reporting Person's termination. The option expires ten years after the date of grant.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.