MIRAGEN THERAPEUTICS, INC.

Form 3

February 13, 2017

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

OMB

response...

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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 *

RUBIN PAUL D

(First) (Middle)

Statement

(Month/Day/Year)

02/13/2017

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

(Last)

C/O MIRAGEN

LOOKOUT ROAD

(Street)

MIRAGEN THERAPEUTICS, INC. [MGEN]

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable) THERAPEUTICS, INC., Â 6200

> Director _X__ Officer

10% Owner

Other (give title below) (specify below) EVP, Research & Development 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) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Form:

Direct (D) or Indirect (I)

(Instr. 5)

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)

Date

3. Title and Amount of Securities Underlying **Derivative Security**

4.

5. Conversion

Ownership Form of or Exercise Derivative

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

(Instr. 4)

Expiration

Title Amount or Derivative Security

Price of

Security:

Direct (D) Number of Exercisable Date

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Shares or Indirect (I) (Instr. 5) \$ 5.69

Stock Option (right to buy) $\underline{^{(1)}}$

11/29/2026 Common (2)

202,917

Â D

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

RUBIN PAUL D C/O MIRAGEN THERAPEUTICS, INC. 6200 LOOKOUT ROAD BOULDER, Â COÂ 80301

Â EVP, Research & Development Â

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for Paul D. Rubin

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.
 - On November 30, 2016, Reporting Person was granted an option to purchase 288,604 shares of the common stock of Old Miragen under Old Miragen's Equity Incentive Plan at an exercise price of \$4.00 per share. Pursuant to the Merger Agreement, this option was converted into an option to purchase 202,917 shares of the Issuer's common stock at a per share exercise price of \$5.69. 25% of the total shares
- subject to the option will vest on November 16, 2017 and the remaining 75% of the shares will vest in equal monthly installments over a period of three years thereafter, provided that at the relevant vesting dates the Reporting Person's continuous service 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.



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.

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