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 *

KOCH KEVIN

(Last)

(First)

Statement

(Month/Day/Year)

02/13/2017

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

MIRAGEN THERAPEUTICS, INC. [MGEN]

C/O MIRAGEN

THERAPEUTICS, INC., Â 6200

LOOKOUT ROAD

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

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)

(Middle)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 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)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Price of

5. Ownership Form of

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

(Instr. 4)

Expiration Exercisable Date

Title

Amount or Number of Derivative Security

Security: Direct (D)

Derivative

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Stock Option (right to buy) (1) (1) (2) (2) (2) (3) (3) (4) (4) (4) (5) (4) (5) (5) (5) (7) (1) (1) (1) (1) (2) (3) (4) (4) (4) (4) (4) (4) (5) (4) (5) (5) (7) (1)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KOCH KEVIN

C/O MIRAGEN THERAPEUTICS, INC.
6200 LOOKOUT ROAD

BOULDER, COÂ 80301

Signatures

/s/ Brent D. Fassett, as Attorney-in-Fact for Kevin Koch 02/13/2017

**Signature of Reporting Person

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.

Date

- On August 18, 2016, Reporting Person was granted an option to purchase 41,600 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 29,248 shares of the Issuer's common stock at a per share exercise price of \$1.05. The shares subject to the option vest over three years in equal
- (2) quarterly installments beginning on November 18, 2016, 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.

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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.

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