

CHAMPIONS ONCOLOGY, INC.
Form SC 13D/A
March 16, 2015

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)

Champions Oncology, Inc.
(Name of Issuer)
Common Stock, \$.001 Par Value Per Share
(Title of Class of Securities)
158704304
(CUSIP Number)

Battery Ventures IX, L.P.
Battery Investment Partners IX, LLC
Battery Partners IX, LLC
c/o Battery Ventures
One Marina Park Drive, Suite 1100

with a copy to:
Gunderson Dettmer Stough Villeneuve Franklin &
Hachigian LLP
One Marina Park Drive, Suite 900

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Boston, MA 02210

Boston, MA 02210

Attention: Lizette Pérez-Deisboeck

Attention: Jay Hachigian

(617) 648-3600

(617) 948-9100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 11, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 158704304

1. Names of Reporting Persons

Battery Ventures IX, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

29,584,277 shares of Common Stock (see Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

29,584,277 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

19.34%*

14. Type of Reporting Person (See Instructions)

PN

* The percentage of shares beneficially owned as set forth in this row 13 is based on the 152,990,157 shares of Common Stock of the Issuer outstanding as of March 11, 2015, as disclosed to the Reporting Persons by the Issuer on such date.

CUSIP No. 158704304

1. Names of Reporting Persons

Battery Investment Partners IX, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

295,812 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

295,812 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.19%*

14. Type of Reporting Person (See Instructions)

PN

* The percentage of shares beneficially owned as set forth in this row 13 is based on the 152,990,157 shares of Common Stock of the Issuer outstanding as of March 11, 2015, as disclosed to the Reporting Persons by the Issuer on such date.

CUSIP No. 158704304

1. Names of Reporting Persons

Battery Partners IX, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

30,160,089 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

PN

* The percentage of shares beneficially owned as set forth in this row 13 is based on the 152,990,157 shares of Common Stock of the Issuer outstanding as of March 11, 2015, as disclosed to the Reporting Persons by the Issuer on such date.

CUSIP No. 158704304

1. Names of Reporting Persons

Battery Management Corp.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

30,160,089 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

CO

* The percentage of shares beneficially owned as set forth in this row 13 is based on the 152,990,157 shares of Common Stock of the Issuer outstanding as of March 11, 2015, as disclosed to the Reporting Persons by the Issuer on such date.

CUSIP No. 158704304

1. Names of Reporting Persons

Scott R. Tobin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

Number of

Shares 280,000 shares of Common Stock, all of which are issuable to Mr. Tobin pursuant to outstanding options exercisable within 60 days of March 13, 2015.

Beneficially 8. Shared Voting Power

Owned by

Each 30,160,089 shares of Common Stock (see Item 5), of which 29,584,277 are owned directly by Battery Ventures IX, L.P. and 295,812 are owned directly by Battery Investment Partners IX, LLC.
Reporting Person Mr. Tobin is a Managing Member of Battery Partners IX, LLC, the general partner of Battery Ventures IX, L.P. and the managing member of Battery Investment Partners IX, LLC, and may be deemed to have shared power to vote these shares.

9. Sole Dispositive Power

With

280,000 shares of Common Stock, all of which are issuable to Mr. Tobin pursuant to outstanding options exercisable within 60 days of March 13, 2015.

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

IN

* The percentage of shares beneficially owned as set forth in this row 13 is based on the 152,990,157 shares of Common Stock of the Issuer outstanding as of March 11, 2015, as disclosed to the Reporting Persons by the Issuer on such date.

CUSIP No. 158704304

1. Names of Reporting Persons

Thomas J. Crotty

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

30,160,089 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 158704304

1. Names of Reporting Persons

Richard D. Frisbie

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

30,160,089 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

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CUSIP No. 158704304

1. Names of Reporting Persons

Kenneth P Lawler

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

30,160,089 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 158704304

1. Names of Reporting Persons

R. David Tabors

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States of America

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

30,160,089 shares of Common Stock (See Item 5)

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

30,160,089 shares of Common Stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)

19.71%*

14. Type of Reporting Person (See Instructions)

IN

* The percentage of shares beneficially owned as set forth in this row 13 is based on the 152,990,157 shares of Common Stock of the Issuer outstanding as of March 11, 2015, as disclosed to the Reporting Persons by the Issuer on such date.

CUSIP No. 158704304

1. Names of Reporting Persons

Roger H. Lee

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only