

BAILEY DOUGLAS G

Form 4

February 11, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAILEY DOUGLAS G

(Last) (First) (Middle)

120 LONG RIDGE ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENDOCYTE INC [ECYT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/09/2011		C	17,451 A <u>11</u>	73,297 ⁽²⁾	D	
Common Stock	02/09/2011		C	371,911 A <u>11</u>	455,680 ⁽³⁾	I	By ABV Holding Company 7 LLC ⁽⁴⁾
Common Stock	02/09/2011		C	137,973 A <u>11</u>	137,973	I	By ABV Holding Company 9 LLC ⁽⁵⁾
Common Stock	02/09/2011		C	83,769 A <u>11</u>	83,769	I	By ABV Holding

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Common Stock	02/09/2011	C	366,490	A	<u>(1)</u>	366,490	I	Company 10 LLC ⁽⁶⁾ By ABV Holding Company 12 LLC ⁽⁷⁾
Common Stock	02/09/2011	C	277,066	A	<u>(8)</u>	277,066	I	By ABV Holding Company 13 LLC ⁽⁹⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 & 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series C-3 Convertible Preferred Stock	(1)	02/09/2011		C			17,451	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	02/09/2011		C			184,785	(1)	(1)	Common Stock
Series C-1 Convertible Preferred Stock	(1)	02/09/2011		C			187,126	(1)	(1)	Common Stock
Series C-1 Convertible Preferred Stock	(1)	02/09/2011		C			137,973	(1)	(1)	Common Stock
Series C-2 Convertible Preferred	(1)	02/09/2011		C			83,769	(1)	(1)	Common Stock

Stock

Series C-3 Convertible Preferred Stock	<u>(1)</u>	02/09/2011	C	366,490	<u>(1)</u>	<u>(1)</u>	Comm Stock
Subordinated Convertible Promissory Note	<u>(8)</u>	02/09/2011	C	\$ 1,413,041.1 <u>(8)</u>	<u>(8)</u>	<u>(8)</u>	Comm Stock
Stock Option (right to buy)	\$ 7.23	02/09/2011	A	15,706	<u>(10)</u>	02/09/2021	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY DOUGLAS G 120 LONG RIDGE ROAD STAMFORD, CT 06902	X			

Signatures

/s/ Douglas G.
Bailey 02/11/2011

 Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 the Issuer's Series A-1, Series A-2, Series B, Series C-1, Series C-2 and Series C-3 Preferred Stock automatically converted into shares of Common Stock on a one-for-one basis upon the closing of the Issuer's initial public offering and has no expiration date.
- (2) 29,668 shares held by Douglas G. Bailey are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement dated July 10, 2001 between the Issuer and each of Sanderling Venture Partners V, L.P., Sanderling V Biomedical, L.P., ABV Holding Company 7 LLC, Douglas G. Bailey, and Cincinnati Financial Corporation.
- (3) 44,502 shares held by ABV Holding Company 7 LLC are subject to repurchase based on milestones set forth in the Restricted Stock Purchase Agreement dated July 10, 2001 between the Issuer and each of Sanderling Venture Partners V, L.P., Sanderling V Biomedical, L.P., ABV Holding Company 7 LLC, Douglas G. Bailey, and Cincinnati Financial Corporation.
- (4) Douglas G. Bailey is a Managing Member of ABV Holding Company 7 LLC. Mr. Bailey disclaims beneficial ownership of the shares directly held by the entities affiliated with ABV Holding Company except to the extent of his pecuniary interest therein.
- (5) Douglas G. Bailey is a Managing Member of ABV Holding Company 9 LLC. Mr. Bailey disclaims beneficial ownership of the shares directly held by the entities affiliated with ABV Holding Company except to the extent of his pecuniary interest therein.
- (6) Douglas G. Bailey is a Managing Member of ABV Holding Company 10 LLC. Mr. Bailey disclaims beneficial ownership of the shares directly held by the entities affiliated with ABV Holding Company except to the extent of his pecuniary interest therein.

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- (7) Douglas G. Bailey is a Managing Member of ABV Holding Company 12 LLC. Mr. Bailey disclaims beneficial ownership of the shares directly held by the entities affiliated with ABV Holding Company except to the extent of his pecuniary interest therein.
- (8) The outstanding principal amount of the reported securities and all accrued and unpaid interest automatically converted upon the closing of the Issuer's initial public offering at 85% of the original issue price of the shares of the Issuer's initial public offering.
- (9) Douglas G. Bailey is a Managing Member of ABV Holding Company 13 LLC. Mr. Bailey disclaims beneficial ownership of the shares directly held by the entities affiliated with ABV Holding Company except to the extent of his pecuniary interest therein.
- (10) Shares subject to the option vest 1/3 of the shares upon the business day before each of the Issuer's first three annual stockholder meetings following February 9, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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