

Brady Stephen R
Form 4
April 04, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brady Stephen R

2. Issuer Name and Ticker or Trading Symbol
IMMUNE DESIGN CORP. [IMDZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O IMMUNE DESIGN
CORP., 1616 EASTLAKE AVE. E.,
SUITE 310

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Strategy & Finance

(Street)
SEATTLE, WA 98102

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price \$		
			Code	V	Amount	(D)	Price \$
Common Stock	04/02/2019		D		17,063	D	5.85 <u>(1)</u>

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

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SEC 1474 (9-02)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	04/02/2019		D	79,536	(2) (3)	(3)	Common Stock	79,536
Stock Option (Rt to Buy)	\$ 1.23	04/02/2019		D	116,819	(4) (3)	(3)	Common Stock	116,819
Stock Option (Rt to Buy)	\$ 4.05	04/02/2019		D	100,000	(4) (3)	(3)	Common Stock	100,000
Stock Option (Rt to Buy)	\$ 4.4	04/02/2019		D	184,364	(4) (3)	(3)	Common Stock	184,364
Stock Option (Rt to Buy)	\$ 1.31	04/02/2019		D	120,000	(4) (3)	(3)	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Brady Stephen R C/O IMMUNE DESIGN CORP. 1616 EASTLAKE AVE. E., SUITE 310 SEATTLE, WA 98102			EVP, Strategy & Finance	

Signatures

/s/ Stephen R. Brady,
Attorney-In-Fact

04/04/2019

**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) Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated February 20, 2019, by and among the Immune Design Corp. (the "Issuer"), Merck Sharp & Dohme Corp., a New Jersey corporation ("Parent") and Cascade Merger Sub Inc., a Delaware corporation ("Purchaser"), on April 2, 2019, Purchaser merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. In connection with the Merger, the Issuer's common stock were cancelled and converted into the right to receive \$5.85 in cash per share, less any required withholding, subject to the terms

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and conditions of the Merger Agreement ("Merger Consideration").

(2) Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each of these unvested restricted stock units vested automatically in accordance with their terms and were cancelled and automatically converted into the right to receive the Merger Consideration in respect of each share of Issuer common stock underlying such awards.

(3) Not Applicable.

(4) Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each of these stock options accelerated and became fully vested and converted into the right to receive cash in the amount equal to the product of (i) the total number of Shares subject to the such stock option immediately prior to the Effective Time, multiplied by (ii) the excess, if any, of (x) the Merger Consideration over (y) the exercise price payable per share.

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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