

Immune Design Corp.
Form SC 13D
August 08, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Immune Design Corp.
(Name of Issuer)

Common Stock, par
value \$0.001 per share
(Title of Class of
Securities)

45252L 103
(CUSIP
Number)

Larry Randall
Alta Partners
One Embarcadero Center,
Suite 3700
San Francisco, CA 94111
(415) 362-4022
(Name, Address and
Telephone Number of
Person Authorized to
Receive Notices and
Communications)

July 29, 2014
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

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*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).

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NAMES OF REPORTING PERSON

1

Alta Partners VIII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2

(b) T

SEC USE ONLY

3

SOURCE OF FUNDS

WC

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

6

NUMBER OF SHARES	7	SOLE VOTING POWER	2,482,775 (a)
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	-0-
	9	SOLE DISPOSITIVE POWER	2,482,775 (a)
	10	SHARED DISPOSITIVE POWER	-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,482,775 (a)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.9%

TYPE OF REPORTING PERSON

PN

14

(a) Alta Partners VIII, L.P. ("AP VIII") has sole voting and dispositive control over 2,482,775 shares of common stock, par value \$0.001 per share ("Common Stock"), of Immune Design Corp. (the "Issuer"), except that Alta Partners Management VIII, LLC ("APM VIII"), the general partner of AP

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VIII, and Farah Champsi (“Champsi”), Daniel Janney (“Janney”) and Guy Nohra (“Nohra”), managing directors of AP VIII, may be deemed to share dispositive and voting power over such stock.

- (b) The percentage set forth in row (13) is based on the 16,700,073 outstanding shares of Common Stock as of August 1, 2014, as disclosed by the Issuer to the Reporting Persons.
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1 NAMES OF REPORTING PERSON
 Alta Partners Management VIII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX 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	-0-
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	2,482,775(c)
OWNED BY			
EACH	9	SOLE DISPOSITIVE	-0-
REPORTING		POWER	
PERSON			
WITH	10	SHARED DISPOSITIVE	2,482,775 (c)
		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,482,775 (c)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 14.9% (d)

14 TYPE OF REPORTING PERSON OO

(c) APM VIII is the general partner of AP VIII and shares voting and dispositive power over the shares of Common Stock held by AP VIII.

- (d) The percentage set forth in row (13) is based on the 16,700,073 outstanding shares of Common Stock as of August 1, 2014, as disclosed by the Issuer to the Reporting Persons.
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1 NAMES OF REPORTING PERSON
 Farah Champsi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF	7	SOLE VOTING POWER	-0-
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	2,482,775 (e)
OWNED BY			
EACH	9	SOLE DISPOSITIVE	-0-
REPORTING		POWER	
PERSON			
WITH	10	SHARED DISPOSITIVE	2,482,775 (e)
		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,482,775 (e)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 14.9% (f)

14 TYPE OF REPORTING PERSON IN

(e) Champsi is a managing director of APM VIII and may be deemed to share voting and dispositive control over the shares of Common Stock held by AP VIII.

(f)

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The percentage set forth in row (13) is based on the 16,700,073 outstanding shares of Common Stock as of August 1, 2014, as disclosed by the Issuer to the Reporting Persons.

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1 NAMES OF REPORTING PERSON
 Daniel Janney

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF	7	SOLE VOTING POWER	-0-
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	2,482,775 (g)
OWNED BY			
EACH	9	SOLE DISPOSITIVE	-0-
REPORTING		POWER	
PERSON			
WITH	10	SHARED DISPOSITIVE	2,482,775 (g)
		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,482,775 (g)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 14.9% (h)

14 TYPE OF REPORTING PERSON IN

(g) Janney is a managing director of APM VIII and may be deemed to share voting and dispositive control over the shares of Common Stock held by AP VIII.

(h)

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The percentage set forth in row (13) is based on the 16,700,073 outstanding shares of Common Stock as of August 1, 2014, as disclosed by the Issuer to the Reporting Persons.

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1 NAMES OF REPORTING PERSON
 Guy Nohra

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A.

NUMBER OF	7	SOLE VOTING POWER	-0-
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	2,482,775 (i)
OWNED BY			
EACH	9	SOLE DISPOSITIVE	-0-
REPORTING		POWER	
PERSON			
WITH	10	SHARED DISPOSITIVE	2,482,775 (i)
		POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,482,775 (i)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 14.9% (j)

14 TYPE OF REPORTING PERSON IN

(i) Nohra is a managing director of APM VIII and may be deemed to share voting and dispositive control over the shares of Common Stock held by AP VIII.

(j)

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The percentage set forth in row (13) is based on the 16,700,073 outstanding shares of Common Stock as of August 1, 2014, as disclosed by the Issuer to the Reporting Persons.

Item 1. Security and Issuer.

The title and class of securities to which this Statement on Schedule 13D (this “Statement”) relates is the common stock, par value \$0.001 per share (the “Common Stock”), of Immune Design Corp., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 1616 Eastlake Avenue E., Suite 310, Seattle, Washington 98102. Information given in response to each item shall be deemed incorporated by reference in all other items as applicable.

Item 2. Identity and Background.

(a) This Statement is being filed by (i) Alta Partners VIII, L.P., a Delaware limited partnership (“AP VIII”), (ii) Alta Partners Management VIII, LLC, a Delaware limited liability company (“APM VIII”), and (iii) Farah Champsi, Daniel Janney, and Guy Nohra (collectively referred to as the “Managing Directors”), the Managing Directors of APM VIII. AP VIII, APM VIII, and the Managing Directors are sometimes hereinafter collectively referred to as the “Reporting Persons.”

(b) The principal executive offices of AP VIII and APM VIII, and the business address of each of the Managing Directors are located at One Embarcadero Center, Suite 3700, San Francisco, California 94111.

(c) The principal business of AP VIII is making venture capital investments. APM VIII’s principal business is acting as general partner of AP VIII. Each of the Managing Directors’ principal business is acting as a director of APM VIII.

(d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws of finding any violation with respect to such laws.

(f) Each of the Managing Directors is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

The Issuer effected a 1-for-8.175 reverse stock split of its issued and outstanding common and preferred stock on July 14, 2014. Accordingly, unless otherwise noted herein, all share and per share amounts have been adjusted to reflect this reverse stock split.

Between June 2008 and January 2010, AP VIII purchased from Issuer an aggregate of 733,943 shares of Series A convertible preferred stock for an aggregate purchase price of \$6.0 million, which automatically converted into 733,943 shares of the Issuer’s Common Stock (based on a one-for-one conversion ratio) upon the closing of the Issuer’s initial public offering (the “IPO”) on July 29, 2014.

Between July 2010 and November 2012, AP VIII purchased from Issuer an aggregate of 531,843 shares of Series B convertible preferred stock for an aggregate purchase price of \$5.0 million, which automatically converted into 531,843 shares of the Issuer’s Common Stock (based on a one-for-one conversion ratio) upon the closing of the IPO.

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In October 2013, AP VIII purchased from Issuer an aggregate of 611,620 shares of Series C convertible preferred stock for an aggregate purchase price of \$5.0 million, which automatically converted into 611,620 shares of the Issuer's Common Stock (based on a one-for-one conversion ratio) upon the closing of the Issuer's IPO.

In connection with the purchase of the Series C convertible preferred stock described above, AP VIII received warrants to purchase an aggregate of 305,810 shares of Series C convertible preferred stock (the "Warrants"), with an exercise price of \$8.18 per share. Immediately prior to the closing of the IPO, AP VIII exercised the Warrants, receiving 305,810 shares of Series C convertible preferred stock, which then immediately converted into an aggregate of 305,810 shares of Common Stock.

On July 24, 2014, AP VIII purchased an aggregate of 299,559 shares of the Issuer's Common Stock (the "IPO Shares") in the IPO. The purchase price per share of such stock was \$12.00. The purchase price paid by AP VIII for all of the shares described in this Item 3 came from the capital contributions of AP VIII's general and limited partners.

Item 4. Purpose of Transaction.

AP VIII purchased the aforementioned preferred stock and IPO Shares for investment purposes with the aim of increasing the value of its investments and the Issuer.

Except as set forth in Item 6 below, none of the Reporting Persons have a present plan or proposal that relates to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, each of the Reporting Persons reserve the right to propose or participate in future transactions which may result in one or more of such actions, including but not limited to, an extraordinary corporate transaction, such as a merger, reorganization or liquidation, sale of a material amount of assets of the Issuer or its subsidiaries, or other transactions which might have the effect of causing the Common Stock to become eligible for termination of registration under Section 12(g) of the Securities Exchange Act of 1934, as amended. The Reporting Persons also retain the right to change their investment intent at any time, to acquire additional shares of Common Stock or other securities of the Issuer from time to time, or to sell or otherwise dispose of all or part of the Common Stock beneficially owned by them (or any shares of Common Stock into which such securities are converted) in any manner permitted by law. The Reporting Persons may engage from time to time in ordinary course transactions with financial institutions with respect to the securities described herein.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, AP VIII directly holds 2,482,775 shares of Common Stock, representing 14.9% of the Issuer's outstanding Common Stock. As the general partner of AP VIII, APM VIII beneficially owns an aggregate of 2,482,775 shares of Common Stock, representing 14.9% of the Issuer's Common Stock outstanding. Each of the Managing Directors beneficially owns 2,482,775 shares of Common Stock, representing 14.9% of the Issuer's outstanding Common Stock. The percentages set forth in this Item 5 are based on the 16,700,073 outstanding shares of Common Stock as of August 1, 2014, as disclosed by the Issuer to the Reporting Persons.

(b) AP VIII has sole voting and dispositive control over 2,482,775 shares of Common Stock. None of the other Reporting Persons owns any securities of the Issuer directly. APM VIII, as the general partner of AP VIII, shares the power to direct the voting and disposition of the 2,482,775 shares beneficially owned by AP VIII and may be deemed to beneficially own the shares beneficially owned by AP VIII. By virtue of their positions as managing directors of APM VIII, each Managing Director may be deemed to share the power to direct the disposition and vote of the 2,482,775 shares beneficially owned by AP VIII and may be deemed to beneficially own the shares of Common Stock beneficially owned by such entities.

(c) Except as set forth herein, none of the Reporting Persons has effected any transactions in shares of the Issuer's Common Stock during the last 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the shares of Common Stock beneficially owned by any of the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Registration Rights

The Issuer, AP VIII and certain other investors are party to an amended and restated investor rights agreement (the “Investor Rights Agreement”), dated October 16, 2013, giving such parties the right to demand that the Issuer file a registration statement or request that the investors’ shares of Common Stock be covered by a registration statement that the Issuer otherwise files. The registration rights will terminate upon the earlier of (i) July 29, 2018, (ii) with respect to each investor, the date when such investor can sell all of its registrable shares, as defined in the Investor Rights Agreement, in a single transaction pursuant to Rule 144 of the Securities Act of 1933, as amended, (iii) the completion of an acquisition, as defined in the Issuer’s amended and restated certificate of incorporation, as currently in effect, and (iv) the completion of an asset transfer, as defined in the Issuer’s amended and restated certificate of incorporation, as currently in effect.

This foregoing description of the Investor Rights Agreement is qualified in its entirety by reference to the Amended and Restated Investor Rights Agreement, a copy of which is filed as exhibit B hereto and is incorporated herein by reference.

Lock-up Agreement

The Issuer, along with its directors and executive officers and substantially all of its other stockholders, including AP VIII, have agreed with the underwriters for the IPO that, for a period of 180 days following July 23, 2014, they will not offer, sell, contract to sell, pledge, grant any option to purchase, make any short sale or otherwise dispose of any shares of the Common Stock (including any shares issued in the IPO or other issuer-directed shares), or any options or warrants to purchase any shares of Common Stock, or any securities convertible into, exchangeable for or that represent the right to receive shares of Common Stock, whether now owned or later acquired, owned directly or with respect to which they have beneficial ownership within the rules and regulations of the SEC, subject to specified exceptions. The representatives of the underwriters, on behalf of the underwriters, may, in their sole discretion, at any time without prior notice, release all or any portion of the shares from the restrictions in any such agreement.

The foregoing description of the lockup agreements is qualified in its entirety by reference to the Form of Lock-up Agreement, which is filed as exhibit C hereto and is incorporated by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Statement.

Exhibit B: Amended and Restated Investor Rights Agreement (incorporated by reference to exhibit 10.1 to the Issuer’s Registration Statement on Form S-1 (Registration No. 333-196979), filed with the SEC on June 23, 2014).

Exhibit C: Form of Lock-up Agreement (incorporated by reference to Exhibit B of exhibit 1.1 to the Issuer’s Amendment to Registration Statement on Form S-1/A (Registration No. 333-196979), filed with the SEC on June 30, 2014).

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 8, 2014

ALTA PARTNERS VIII, L.P.

By: Alta Partners Management VIII,
LLC

ALTA PARTNERS MANAGEMENT VIII, LLC

By: /s/ Daniel Janney
Daniel Janney, Managing
Director

By: /s/ Daniel Janney
Daniel Janney, Managing Director

/s/ Farah Champsi
Farah Champsi

/s/ Daniel Janney
Daniel Janney

/s/ Guy Nohra
Guy Nohra

EXHIBIT A

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13D is filed on behalf of each of us.

Date: August 8, 2014

ALTA PARTNERS VIII, L.P.

By: Alta Partners Management VIII,
LLC

ALTA PARTNERS MANAGEMENT VIII, LLC

By: /s/ Daniel Janney
Daniel Janney, Managing
Director

By: /s/ Daniel Janney
Daniel Janney, Managing Director

/s/ Farah Champsi
Farah Champsi

/s/ Daniel Janney
Daniel Janney

/s/ Guy Nohra
Guy Nohra