

ConforMIS Inc
Form 3
June 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SGR Sagittarius Holding AG</p> <p>(Last) (First) (Middle)</p> <p>BRUGGLISTRASSE 2</p> <p>(Street)</p> <p>ALTENDORF,</p> <p>SWITZERLANDÂ 8852</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/30/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ConforMIS Inc [CFMS]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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| | | | | | | | |
|---|-------|-------|--------------------------|-------------|--------|---|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 557,617 | \$ (1) | D | Â |
| Series C Preferred Stock | Â (2) | Â (2) | Common Stock | 178,571 | \$ (2) | D | Â |
| Series D Preferred Stock | Â (3) | Â (3) | Common Stock | 1,176,089 | \$ (3) | D | Â |
| Series D Preferred Stock Warrant (right to buy) | Â (4) | Â (4) | Series D Preferred Stock | 208,333 (4) | \$ (4) | D | Â |
| Series D Preferred Stock Warrant (right to buy) | Â (5) | Â (5) | Series D Preferred Stock | 208,333 (5) | \$ (5) | D | Â |
| Series D Preferred Stock Warrant (right to buy) | Â (6) | Â (6) | Series D Preferred Stock | 100,000 (6) | \$ (6) | D | Â |
| Series D Preferred Stock Warrant (right to buy) | Â (7) | Â (7) | Series D Preferred Stock | 66,666 (7) | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SGR Sagittarius Holding AG BRUGGLISTRASSE 2 ALTENDORF, SWITZERLAND 8852 | Â | Â X | Â | Â |

Signatures

/s/ Martin Hess,
Director 06/30/2015

**Signature of Reporting Person Date

/s/ Sonja Frech,
Director 06/30/2015

**Signature of Reporting Person Date

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).

The Series B Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as (1) shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

The Series C Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as (2) shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

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- (3) The Series D Preferred Stock is convertible into Common Stock on a two-for-one basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

- (4) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

- (5) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 104,166 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

- (6) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 50,000 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

- (7) The Series D Preferred Stock Warrants are exercisable for such shares of Series D Preferred Stock at an exercise price of \$6.00 per share. Upon the closing of the Issuer's initial public offering, the Warrants will automatically become exercisable for 33,333 shares of Common Stock at an exercise price of \$12.00 per share. The Warrants are exercisable at any time at the holder's election prior to the earlier of December 31, 2016 or the occurrence of a merger, consolidation or sale of substantially all of the assets of the Issuer.

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.