

ACCELERON PHARMA INC

Form 4

May 21, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCLAUGHLIN KEVIN F

2. Issuer Name and Ticker or Trading Symbol  
ACCELERON PHARMA INC  
[XLRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
128 SIDNEY STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/19/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, CFO and Treasurer

CAMBRIDGE, MA 02139

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 05/19/2014                           |  | M <sup>(1)</sup>               |   | 3,000 A \$ 3.88   | 3,000  | D                                 |
| Common Stock                    | 05/19/2014                           |  | S <sup>(1)</sup>               |   | 2,900 D \$ 31.48  | 100  | D                                 |
| Common Stock                    | 05/19/2014                           |  | S <sup>(1)</sup>               |   | 100 D \$ 32.27  | 0  | D                                 |
| Common Stock                    | 05/19/2014                           |  | M <sup>(3)</sup>               |   | 7,000 A \$ 3.88   | 7,000  | D                                 |
| Common Stock                    | 05/19/2014                           |  | S <sup>(3)</sup>               |   | 6,714 D \$ 31.49  | 286  | D                                 |

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|              |            |  |                  |     |     |         |   |
|--------------|------------|--|------------------|-----|-----|---------|---|
|              |            |  |                  |     | (4) |         |   |
|              |            |  |                  |     | \$  |         |   |
| Common Stock | 05/19/2014 |  | S <sup>(3)</sup> | 286 | D   | 32.17 0 | D |
|              |            |  |                  |     |     | (5)     |   |

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 Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Option to Purchase Common Stock            | \$ 3.88  | 05/19/2014                           |  | M <sup>(1)</sup>               | 3,000   | (6)  | 12/02/2020      | Common Stock  | 215,751                    |
| Option to Purchase Common Stock            | \$ 3.88  | 05/19/2014                           |  | M <sup>(3)</sup>               | 7,000   | (6)  | 12/02/2020      | Common Stock  | 212,751                    |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| MCLAUGHLIN KEVIN F<br>128 SIDNEY STREET<br>CAMBRIDGE, MA 02139 |               |           | SVP, CFO and Treasurer |       |

## Signatures

/s/ Kevin F. McLaughlin 05/21/2014

\*\*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) The reported sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2013.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.14 to \$31.86, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(3) The reported sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 5, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.01 to \$32.00, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.05 to \$32.27, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5) to this Form 4.

(6) The shares of common stock underlying this stock option award vested as to 25% of the shares on the first anniversary of the grant and in equal installments quarterly thereafter.

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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