

ACCELERON PHARMA INC
 Form 4/A
 December 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Kumar Ravindra

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Scientific Officer

128 SIDNEY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/04/2014

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

CAMBRIDGE, MA 02139

(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) | Code | V | Amount | (D) | Price |

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

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.

SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

Edgar Filing: ACCELERON PHARMA INC - Form 4/A

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------------------------------------|------------------|------------|---|------------------|---|-----|-------|---------------------|---------------------------|-----------------|--|
| Option to Purchase Common Stock | \$ 5.88 | 09/02/2014 | | | M ⁽¹⁾ | | | 2,000 | ⁽²⁾ | 12/17/2018 ⁽³⁾ | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kumar Ravindra 128 SIDNEY STREET CAMBRIDGE, MA 02139 | | | VP & Chief Scientific Officer | |

Signatures

/s/ John D. Quisel, as attorney-in-fact for Ravindra
Kumar

12/02/2014

__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.
 - (2) The options of registrant's common stock vested in equal quarterly installments over the first four years after the grant.
 - (3) The expiration date contained in column 6 of the Form 4 filed on September 4, 2014 was incorrect and inadvertently referenced a different option to purchase common stock with the same exercise price.
- The number of derivative securities beneficially owned following the reported transaction in column 9 of the Form 4 filed on September 4, 2014 incorrectly referenced an option with the same exercise price but with an expiration date of December 2, 2019 instead of the correct option expiring on December 17, 2018. As a result, the number of derivative securities beneficially owned following the reported transaction in column 9 for the option grant with an exercise price of \$5.88 per share expiring on December 17, 2018 contained in the
- (4) Form 4s originally filed on October 1, 2014 and November 14, 2014 are correctly calculated as 16,500 and 12,500, respectively, and the number of derivative securities beneficially owned following the reported transaction in column 9 for the option grant at an exercise price of \$5.88 per share expiring on December 2, 2019 for the Form 4s originally filed on October 1, 2014 and November 14, 2014 are correctly calculated as 8,500 and 3,500, respectively.

Remarks:

As noted in footnote 4, this Form 4/A amends the Form 4s filed on September 4, 2014, October 1, 2014 and November 14, 2014.

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.