

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Muhlenbeck Frank		(Month/Day/Year)	ConforMIS Inc [CFMS]	
(Last)	(First)	(Middle)	06/30/2015	
C/O CONFORMIS, INC., 28 CROSBY DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BEDFORD, MA 01730			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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)
Common Stock	261,765	I	See footnote. (1)

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

SEC 1473 (7-02)

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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	557,617	\$ <u>(2)</u>	I	See footnote. <u>(3)</u>
Series C Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	178,571	\$ <u>(4)</u>	I	See footnote. <u>(3)</u>
Series D Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	676,899	\$ <u>(5)</u>	I	See footnote. <u>(1)</u>
Series D Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	1,176,089	\$ <u>(5)</u>	I	See footnote. <u>(3)</u>
Series E-1 Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	187,500	\$ <u>(6)</u>	I	See footnote. <u>(1)</u>
Series E-2 Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	336,476	\$ <u>(7)</u>	I	See footnote. <u>(1)</u>
Common Stock Warrant (right to buy)	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	66,666	\$ 9	I	See footnote. <u>(1)</u>
Common Stock Warrant (right to buy)	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	33,333	\$ 9	I	See footnote. <u>(1)</u>
Common Stock Warrant (right to buy)	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	33,333	\$ 9	I	See footnote. <u>(1)</u>
Common Stock Warrant (right to buy)	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	33,333	\$ 9	I	See footnote. <u>(1)</u>
Series D Preferred Stock Warrant (right to buy)	Â <u>(12)</u>	Â <u>(12)</u>	Series D Preferred Stock	208,333 <u>(12)</u>	\$ <u>(12)</u>	I	See footnote. <u>(3)</u>
Series D Preferred Stock Warrant (right to buy)	Â <u>(13)</u>	Â <u>(13)</u>	Series D Preferred Stock	208,333 <u>(13)</u>	\$ <u>(13)</u>	I	See footnote. <u>(3)</u>
Series D Preferred Stock Warrant (right to buy)	Â <u>(14)</u>	Â <u>(14)</u>	Series D Preferred Stock	100,000 <u>(14)</u>	\$ <u>(14)</u>	I	See footnote. <u>(3)</u>
Series D Preferred Stock Warrant (right to buy)	Â <u>(15)</u>	Â <u>(15)</u>	Series D Preferred Stock	83,333 <u>(15)</u>	\$ <u>(15)</u>	I	See footnote. <u>(1)</u>
Series D Preferred Stock Warrant (right to buy)	Â <u>(16)</u>	Â <u>(16)</u>	Series D Preferred Stock	66,666 <u>(16)</u>	\$ <u>(16)</u>	I	See footnote. <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Muhlenbeck Frank
 C/O CONFORMIS, INC.
 28 CROSBY DRIVE
 BEDFORD, MA 01730

Â X Â Â Â

Signatures

/s/ Lan Marinelli,
 Attorney-in-Fact

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).
- (1) The securities are directly held by aeris CAPITAL Archer L.P. The Reporting Person is a managing director of an entity that acts as an investment advisor to aeris CAPITAL Archer Ltd. (the general partner of aeris CAPITAL Archer L.P.) and disclaims beneficial ownership of all shares except to the extent of any pecuniary interest he may have therein.
 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 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.
- (2) The securities are directly held by SGR Sagittarius Holding AG. The Reporting Person is a managing director of an entity that acts as an investment advisor to SGR Sagittarius Holding AG and disclaims beneficial ownership of all shares except to the extent of any pecuniary interest he may have therein.
- (3) 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 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 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.
- (5) The Series E-1 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.
- (6) The Series E-2 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.
- (7) The Warrant to purchase Common Stock as shown in column 3 is 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.
- (8) The Warrant to purchase Common Stock as shown in column 3 is 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.
- (9) The Warrant to purchase Common Stock as shown in column 3 is 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.
- (10) The Warrant to purchase Common Stock as shown in column 3 is 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.
- (11) 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.
- (12) 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.
- (13) 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.

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(14) 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.

(15) 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 41,666 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.

(16) 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.

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Remarks:

Exhibit 24 - Power of Attorney

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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