

Clovis Oncology, Inc.
Form SC 13G
March 08, 2016

SECURITIES & EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

(Amendment No.)*

Clovis Oncology, Inc.

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title of Class of Securities)

189464100

(CUSIP Number)

March 2, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

(Page 1 of 15 Pages)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes 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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NAME OF REPORTING PERSONS

1. HealthCor Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒

(b) ☐
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	2,000,000
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	
	SHARED DISPOSITIVE POWER
8.	
WITH	2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 2,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5.21%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

PN

CUSIP No. 189464100 13GPage 3 of 15 Pages

NAME OF REPORTING PERSONS

1. HealthCor Associates, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒

(b) ☐
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	2,000,000
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	SHARED DISPOSITIVE POWER
8.	
WITH	2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 2,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5.21%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

OO - limited liability company

CUSIP No. 189464100 13GPage 4 of 15 Pages

NAME OF REPORTING PERSONS

1. HealthCor Offshore Master Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒

(b) ☐
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Cayman Islands

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	1,371,065
OWNED BY	
	SOLE DISPOSITIVE POWER
EACH	
7.	
REPORTING	0
PERSON	
	SHARED DISPOSITIVE POWER
8.	
WITH	1,371,065

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 1,371,065

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.3.57%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

PN

CUSIP No. 189464100 13GPage 5 of 15 Pages

NAME OF REPORTING PERSONS

1. HealthCor Offshore GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒

(b) ☐
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	1,371,065
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	
	SHARED DISPOSITIVE POWER
8.	
WITH	1,371,065

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 1,371,065

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.3.57%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

OO - limited liability company

CUSIP No. 189464100 13GPage 6 of 15 Pages

NAME OF REPORTING PERSONS

1. HealthCor Group, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒ x

(b) ☐ o
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	2,000,000
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	SHARED DISPOSITIVE POWER
8.	
WITH	2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 2,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5.21%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

OO - limited liability company

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NAME OF REPORTING PERSONS

1. Arthur Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒ x

(b) ☐ o
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	2,000,000
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	SHARED DISPOSITIVE POWER
8.	
WITH	2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 2,000,000

10.

CHECK IF THE AGGREGATE AMOUNT IN ROW

(9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5.21%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

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NAME OF REPORTING PERSONS

1. Joseph Healey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒

(b) ☐
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	2,000,000
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	SHARED DISPOSITIVE POWER
8.	
WITH	2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 2,000,000

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.5.21%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

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NAME OF REPORTING PERSONS

1. HealthCor Sanatate Offshore Master Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒ x

(b) ☐ o
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Cayman Islands

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	628,935
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	
	SHARED DISPOSITIVE POWER
8.	
WITH	628,935

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 628,935

10.

CHECK IF THE AGGREGATE AMOUNT IN ROW

(9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1.64%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

PN

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NAME OF REPORTING PERSONS

1. HealthCor Offshore II GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a) ☒

(b) ☐
SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

	SOLE VOTING POWER
5.	
NUMBER OF	0
SHARES	
	SHARED VOTING POWER
6.	
BENEFICIALLY	628,935
OWNED BY	
	SOLE DISPOSITIVE POWER
7.	
EACH	0
REPORTING	
PERSON	
	SHARED DISPOSITIVE POWER
8.	
WITH	628,935

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9. 628,935

CHECK IF THE AGGREGATE AMOUNT IN ROW

10. (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11. 1.64%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

OO - limited liability company

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Item 1(a). Name of Issuer:
Clovis Oncology, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
5500 Flatiron Parkway, Suite 100 Boulder, Colorado 80301

Item 2 (a, b, c). Name of Person Filing:

(i) HealthCor Management, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iv) HealthCor Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(v) HealthCor Group, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vi) Joseph Healey, Carnegie Hall Tower, 152 West 57th Street, L3rd Floor, New York, New York 10019;

(vii) Arthur Cohen, 12 South Main Street, #203 Norwalk, CT 06854;

(viii) HealthCor Sanatate Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019; and

(ix) HealthCor Offshore II GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (ix) above are collectively referred to herein as the "Reporting Persons".

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Item 2 (d). Title of Class of Securities: Common Stock, \$.001 Par Value Per Share (the "Common Stock")

Item 2 (e). CUSIP Number: 189464100

Item 3. Not applicable.

Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Collectively, HealthCor Offshore Master Fund, L.P. and HealthCor Sanatate Offshore Master Fund, L.P. (each a "Fund" and together, the "Funds") are the beneficial owners of a total of 2,000,000 shares of the Common Stock of the Issuer.

HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the managing member of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P.

HealthCor Offshore II GP, LLC is the general partner of HealthCor Sanatate Offshore Master Fund, L.P. Accordingly, HealthCor Offshore II GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Sanatate Offshore Master Fund, L.P. HealthCor Group, LLC is the managing member of HealthCor Offshore II GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Sanatate Offshore Master Fund, L.P.

By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of Common Stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of Common Stock that are beneficially owned by the Funds.

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As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of Common Stock reported herein, and therefore each may be deemed a beneficial owner of such Common Stock.

Each of the Reporting Persons hereby disclaims any beneficial ownership of any such shares of Common Stock in excess of their actual pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

See Exhibit I.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction

having that purpose or effect.

Exhibits:

Exhibit I: Joint Acquisition Statement, dated as of March 8, 2016

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SIGNATURE

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.

DATED: March 8, 2016

HEALTHCOR
MANAGEMENT, L.P.

By: HealthCor
Associates, LLC, its
general partner

/s/ Anabelle P. Gray
Name: Anabelle P. Gray
Title: General Counsel

HEALTHCOR
OFFSHORE GP, LLC,
for itself and as general
partner of behalf of
HEALTHCOR
OFFSHORE MASTER
FUND, L.P.

By: HealthCor Group,
LLC, its managing
member

/s/ Anabelle P. Gray
Name: Anabelle P. Gray
Title: General Counsel

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HEALTHCOR
OFFSHORE II GP, LLC,
for itself and as general
partner of behalf of
HEALTHCOR
SANATATE OFFSHORE
MASTER FUND, L.P.

By: HealthCor Group,
LLC, its managing
member

/s/ Anabelle P. Gray
Name: Anabelle P. Gray
Title: General Counsel

HEALTHCOR
ASSOCIATES, LLC

/s/ Anabelle P. Gray
Name: Anabelle P. Gray
Title: General Counsel

HEALTHCOR
GROUP,
LLC

By: /s/ Anabelle P. Gray
Name: Anabelle P. Gray
Title: General Counsel

JOSEPH HEALEY,
Individually

/s/ Joseph Healey

ARTHUR COHEN,
Individually

/s/ Arthur Cohen

