

GLYCOMIMETICS INC
Form 4
January 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
HENOS MICHAEL A

(Last) (First) (Middle)

C/O GLYCOMIMETICS, INC., 401
PROFESSIONAL DRIVE, SUITE
250

(Street)

GAITHERSBURG, MD 20879

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLYCOMIMETICS INC [GLYC]

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

01/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (D) Price			
Common Stock	01/15/2014		C	(1) 11,936 A (2) 22,668		I	By Spouse (3)
Common Stock	01/15/2014		C	(1) 337,579 A (2) 453,808		I	By Funds (4) (5)

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

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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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Preferred Stock	(2)	01/15/2014		C	39,413	(2)	(2)	Common Stock	11,936
Series A-1 Preferred Stock	(2)	01/15/2014		C	1,114,690	(2)	(2)	Common Stock	337,579

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENOS MICHAEL A
C/O GLYCOMIMETICS, INC.
401 PROFESSIONAL DRIVE, SUITE 250
GAITHERSBURG, MD 20879

X

Signatures

/s/ Brian F. Leaf, Attorney-in-fact 01/15/2014

**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) This represents shares received upon conversion of shares of Series A-1 convertible preferred stock.

Effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series A-1 Preferred

(2) Stock automatically converted into approximately 0.3028 shares of the Issuer's common stock. The Series A-1 Preferred Stock had no expiration date.

(3) These shares are held by Claudia Henos, Mr. Henos's spouse.

(4) The total includes 449,091 shares held by Alliance Technology Ventures III, L.P. ("ATV III") and 4,717 shares held by ATV III Affiliates Fund, L.P. ("ATV Affiliates").

Mr. Henos is a manager of ATV III Partners, LLC, the general partner of ATV III and ATV Affiliates and shares voting and investment power with respect to the securities held by ATV III and ATV Affiliates. Mr. Henos disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.

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- (6) These shares of Series A-1 Preferred Stock were held by Claudia Henos, Mr. Henos's spouse.
- (7) 1,103,540 shares of Series A-1 Preferred Stock were held by ATV III and 11,150 shares of Series A-1 Preferred Stock were held by ATV Affiliates.

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.