

Flexion Therapeutics Inc
Form 4
February 20, 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 *
Versant Venture Capital III, L.P.

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG 4, SUITE 210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Flexion Therapeutics Inc [FLXN]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/18/2014		C	2,036,697 (1)	A (2) 2,110,064	D (1)	
Common Stock	02/18/2014		C	12,029 (3)	A (2) 2,122,526	I (3)	By Versant Side Fund III, L.P. (3)
Common Stock	02/18/2014		C	356,703 (4)	A (2) 2,511,209	I (4)	By Versant Development Fund III, LLC (4)
Common Stock	02/18/2014		C	385,629 (1)	A (5) 2,896,838	D (1)	

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Common Stock	02/18/2014	C	2,277 ⁽³⁾	A	⁽⁵⁾	2,899,115	I ⁽³⁾	By Versant Side Fund III, L.P. ⁽³⁾
Common Stock	02/18/2014	P	305,886 ⁽⁶⁾	A	\$ 13	3,205,001	D ⁽¹⁾	
Common Stock	02/18/2014	P	1,806 ⁽³⁾ ⁽⁶⁾	A	\$ 13	3,206,807	I ⁽³⁾	By Versant Side Fund III, L.P. ⁽³⁾

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

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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 Preferred Stock	⁽²⁾	02/18/2014		C	16,558,351 ⁽¹⁾	⁽²⁾ ⁽²⁾	Common Stock	2,036,6	
Series A Preferred Stock	⁽²⁾	02/18/2014		C	97,797 ⁽³⁾	⁽²⁾ ⁽²⁾	Common Stock	12,029	
Series A Preferred Stock	⁽²⁾	02/18/2014		C	2,900,000 ⁽⁴⁾	⁽²⁾ ⁽²⁾	Common Stock	356,70	
Series B Preferred Stock	⁽⁵⁾	02/18/2014		C	3,135,165 ⁽¹⁾	⁽⁵⁾ ⁽⁵⁾	Common Stock	385,62	
Series B Preferred Stock	⁽⁵⁾	02/18/2014		C	18,512 ⁽³⁾	⁽⁵⁾ ⁽⁵⁾	Common Stock	2,277	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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