

Nielsen Ulrik B.  
Form 3  
February 01, 2012

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Å Nielsen Ulrik B.</p> <p>(Last) (First) (Middle)</p> <p>C/O MERRIMACK PHARMACEUTICALS, INC., Å ONE KENDALL SQUARE, SUITE B7201</p> <p>(Street)</p> <p>CAMBRIDGE, Å MA Å 02139</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/31/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MERRIMACK PHARMACEUTICALS INC [MACK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and CSO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	247,443	D	Å

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)</u>	08/02/2012	Common Stock	4,368	\$ 2.19	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	05/08/2013	Common Stock	10,483	\$ 2.19	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	08/30/2014	Common Stock	150,000	\$ 1.25	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	08/03/2015	Common Stock	82,977	\$ 1.71	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	08/03/2015	Common Stock	17,023	\$ 1.71	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	10/03/2016	Common Stock	48,175	\$ 2.47	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	10/03/2016	Common Stock	26,825	\$ 2.47	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	10/04/2017	Common Stock	53,378	\$ 2.59	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	10/04/2017	Common Stock	146,622	\$ 2.59	D	Â
Stock Option (right to buy)	Â <u>(1)</u>	09/21/2018	Common Stock	250,000	\$ 1.81	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	11/04/2019	Common Stock	180,000	\$ 2.12	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	01/31/2020	Common Stock	100,000	\$ 2.12	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	10/14/2020	Common Stock	60,000	\$ 2.69	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	12/21/2020	Common Stock	50,000	\$ 2.69	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	05/02/2021	Common Stock	100,000	\$ 5.54	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nielsen Ulrik B. C/O MERRIMACK PHARMACEUTICALS, INC.	Â	Â	Â SVP and CSO	Â

ONE KENDALL SQUARE, SUITE B7201  
CAMBRIDGE, MA 02139

## Signatures

/s/ Jeffrey A. Munsie,  
attorney-in-fact

02/01/2012

\_\_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) This option is fully vested.
- (2) This option vested as to 1/12th of the shares on each of November 5, 2009 and February 1, 2010 and vests in equal quarterly installments thereafter until August 1, 2012.
- (3) This option vested as to 1/12th of the shares on April 1, 2010 and vests in equal quarterly installments thereafter until January 1, 2013.
- (4) This option vested as to 1/12th of the shares on each of October 15, 2010 and January 1, 2011 and vests in equal quarterly installments thereafter until July 1, 2013.
- (5) This option vested as to 1/6th of the shares on January 1, 2011 and vests in equal quarterly installments thereafter until July 1, 2013.
- (6) This option vested as to 1/12th of the shares on August 1, 2011 and vests in equal quarterly installments thereafter until May 1, 2014.

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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