

ACCELERON PHARMA INC
 Form 4
 September 26, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 CELGENE CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
 ACCELERON PHARMA INC
 [XLRN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 86 MORRIS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/24/2013

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

SUMMIT, NJ 07901
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/24/2013 | | C | | 457,875 | A | ① 457,875 |
| Common Stock | 09/24/2013 | | J | | 57,899 | A | ② 515,774 |
| Common Stock | 09/24/2013 | | C | | 1,990,446 | A | ③ 2,506,220 |
| Common Stock | 09/24/2013 | | P | | 666,667 | A | \$ 15 3,172,887 |

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

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(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|-----------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Series C-1 Convertible Preferred Stock | (1) | 09/24/2013 | | C | | 457,875 | (1) | (1) | Common Stock | 457,875 |
| Series E Convertible Preferred Stock | (2) | 09/24/2013 | | J | | 36,496 | (2) | (2) | Common Stock | 36,496 |
| Series F Convertible Preferred Stock | (3) | 09/24/2013 | | C | | 1,990,446 | (3) | (3) | Common Stock | 1,990,446 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CELGENE CORP /DE/ 86 MORRIS AVENUE SUMMIT, NJ 07901 | | | X | |

Signatures

/s/Robert J Hugin _____ Robert J Hugin, 09/26/2013
Attorney-in-Fact

____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) Upon closing of the Issuer's initial public offering, each share of Series C-1 Convertible Preferred Stock automatically converted into one share of Common Stock without payment of further consideration. The shares had no expiration date.

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- Upon closing of the Issuer's initial public offering, each share of Series E Preferred Stock automatically converted at a ratio of
- (2) 1-for-1.58645 into the number of shares of Common Stock shown in column 7 without payment of further consideration. The shares had no expiration date.
 - (3) Upon closing of the Issuer's initial public offering, each share of Series F Preferred Stock automatically converted into one share of Common Stock without payment of further consideration. The shares had no expiration date.

Remarks:

Chairman of the Board of Directors, Chief Executive Officer and President

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.