ARCA biopharma, Inc.

Form 3 June 17, 2015

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement ARCA biopharma, Inc. [ABIO] **Â** Growth Equity Opportunities (Month/Day/Year) 06/16/2015 IV, LLC (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1954 GREENSPRING DRIVE, (Check all applicable) **SUITE 600** (Street) 6. Individual or Joint/Group Director _X_ 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person TIMONIUM. MDÂ 21093 _X_ Form filed by More than One

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

(City)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Reporting Person

Form: Direct (D) Ownership (Instr. 5)

or Indirect (I)

(Instr. 5)

Â $D^{(1)(2)}$

Common Stock

owned directly or indirectly.

10,221,465

Reminder: Report on a separate line for each class of securities beneficially

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 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect 4. 5. **Expiration Date** Securities Underlying Beneficial (Instr. 4) Conversion Ownership (Month/Day/Year) Derivative Security or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrants (Right to Buy)	12/13/2015	06/16/2022	Common Stock	4,088,586	\$ 0.8716	D (1) (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Growth Equity Opportunities IV, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093	Â	ÂΧ	Â	Â	
New Enterprise Associates 15, L.P. 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093	Â	ÂΧ	Â	Â	
NEA Partners 15, L.P. 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093	Â	ÂΧ	Â	Â	
NEA 15 GP, LLC 1954 GREENSPRING DRIVE, SUITE 600 TIMONIUM, MD 21093	Â	ÂX	Â	Â	

Signatures

/s/ Sasha Keough, attorney-in-fact 06/17/2015

**Signature of Reporting Person

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).
- The shares are directly held by Growth Equity Opportunities Fund IV, LLC ("GEO IV") and indirectly held by New Enterprise

 Associates 15, L.P. ("NEA 15"), the sole member of GEO IV, NEA Partners 15, L.P. ("NEA Partners 15"), the sole general partner of NEA 15, NEA 15 GP, LLC ("NEA 15 GP"), the sole general partner of NEA Partners 15, and the individual managers of NEA 15 GP (NEA 15, NEA Partners 15, NEA 15 GP and the individual managers of NEA 15 GP, together, the "Indirect Reporting Persons").
 - The individual managers of NEA 15 GP are Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Krishna "Kittu" Kolluri, Josh Makower, David M. Mott, Jon Sakoda, Scott D. Sandell, Peter W. Sonsini, Ravi Viswanathan and Harry R. Weller. The Indirect
- (2) Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by GEO IV in which the Indirect Reporting Persons have no pecuniary interest.

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.

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