

Ra Pharmaceuticals, Inc.  
Form 3  
October 25, 2016

# 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)

1. Name and Address of Reporting Person \*

Â Novartis Bioventures Ltd

(Last) (First) (Middle)

C/O NOVARTIS  
INTERNATIONAL  
AG,Â WSJ-200.220

(Street)

CH-4002  
BASEL,Â V8Â 0000000000

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/25/2016

3. Issuer Name and Ticker or Trading Symbol  
Ra Pharmaceuticals, Inc. [RARX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (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 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)

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### 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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

# Edgar Filing: Ra Pharmaceuticals, Inc. - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Warrants to Purchase Common Stock	Â (2)	04/01/2022	Common Stock	62,575	\$ 0.07	D (1)	Â
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	1,389,797	\$ (3)	D (1)	Â
Series B-1 Preferred Stock	Â (4)	Â (4)	Common Stock	522,561	\$ (4)	D (1)	Â
Series B-2 Preferred Stock	Â (5)	Â (5)	Common Stock	486,104	\$ (5)	D (1)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novartis Bioventures Ltd C/O NOVARTIS INTERNATIONAL AG WSJ-200.220 CH-4002 BASEL,Â V8Â 0000000000	Â	Â X	Â	Â
NOVARTIS AG LICHTSTRASSE 35 BASEL,Â V8Â CH 4056	Â	Â X	Â	Â

## Signatures

/s/ Michael Jones, Authorized Signatory /s/ Laurieann Chaikowsky, Authorized Signatory 10/25/2016

\_\_Signature of Reporting Person

Date

/s/ Michael Jones, Director /s/ Laurieann Chaikowsky, Authorized Signatory 10/25/2016

\_\_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).
- The board of directors of Novartis Bioventures Ltd. has sole voting and investment control and power over such securities. None of the
- (1) members of its board of directors has individual voting or investment power with respect to such securities and each disclaims beneficial ownership of such securities. Novartis Bioventures Ltd. is an indirectly owned subsidiary of Novartis AG.
  - (2) The Warrants to Purchase Common Stock have a \$0.07 exercise price and are automatically exercised for shares of Common Stock on a net issuance basis upon consummation of the Issuer's initial public offering of Common Stock.
  - (3) Each share of the Series A Preferred Stock is convertible into Common Stock on a 1-for-7 basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
  - (4) Each share of the Series B-1 Preferred Stock is convertible into Common Stock on a 1-for-7 basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.
  - (5) Each share of the Series B-2 Preferred Stock is convertible into Common Stock on a 1-for-7 basis automatically upon the closing of the Issuer's initial public offering, and has no expiration date.

Â

**Remarks:**

ExhibitÂ 24.1:Â PowerÂ ofÂ Attorney

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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