

ChemoCentryx, Inc.
Form SC 13G
February 13, 2013

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

CHEMOCENTRYX, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

16383L106

(CUSIP Number)

December 31, 2012

(Date of Event That Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐

Rule 13d-1(b)

☐

Rule 13d-1(c)

☒

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16383L106

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(1) Names of Reporting Persons.

Alta BioPharma Partners III, L.P.

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

	(5)	Sole Voting Power	1,711,012 (a)
	(6)	Shared Voting Power	-0-
Number Of	(7)	Sole Dispositive Power	1,711,012 (a)
	(8)	Shared Dispositive Power	-0-
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,711,012 (a)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

4.7%

(b)
(12)

Type Of Reporting Person

PN

(a)

Alta BioPharma Partners III, L.P. (ABPIII) has sole voting and dispositive control over 1,711,012 shares of common stock (Common Stock) of ChemoCentryx, Inc. (the Issuer), except that Alta BioPharma Management III, LLC (ABMIII), the general partner of ABPIII, and Farah Champs (Champs), Edward Hurwitz (Hurwitz) and Edward Penhoet (Penhoet), directors of ABMIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ABPIII is set forth in Attachment A hereto.

(b)

The percentage set forth in row (11) is based on an aggregate of 36,265,320 shares of Common Stock outstanding as of November 8, 2012 as reported in the Issuer's 10-Q filing for the quarter ended September 30, 2012.

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(1) Names of Reporting Persons.

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Germany

	(5)	Sole Voting Power	114,910 (c)
	(6)	Shared Voting Power	-0-
Number Of	(7)	Sole Dispositive Power	114,910 (c)
	(8)	Shared Dispositive Power	-0-
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

114,910 (c)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

0.3%

(b)
(12)

Type Of Reporting Person

PN

(c)

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (ABPIIIKG) has sole voting and dispositive control over 114,910 shares of Common Stock of the Issuer, except that ABMIII, the managing limited partner of ABPIIIKG, and Champisi, Penhoet, and Hurwitz directors of ABMIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ABPIIIKG is set forth in Attachment A hereto.

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(1) Names of Reporting Persons.

Alta BioPharma Management III, LLC

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,825,922 (d)
Number Of	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,825,922 (d)
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,825,922 (d)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

5.0%

(b)
(12)

Type Of Reporting Person

OO

(d)

ABMIII shares voting and dispositive power over the 1,711,012 shares of Common Stock beneficially owned by ABPIII and the 114,910 shares of Common Stock beneficially owned by ABPIIIKG. Additional information about ABMIII is set forth in Attachment A hereto.

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(1) Names of Reporting Persons.

Alta Embarcadero BioPharma Partners III, LLC

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

California

	(5)	Sole Voting Power	42,166(e)
	(6)	Shared Voting Power	-0-
Number Of	(7)	Sole Dispositive Power	42,166(e)
	(8)	Shared Dispositive Power	-0-
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

42,166(e)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

0.1%

(b)
(12)

Type Of Reporting Person

OO

(e)

Alta Embarcadero BioPharma Partners III, LLC (AEBPIII) has sole voting and dispositive control over 42,166 shares of Common Stock, except that Champsi, Penhoet, and Hurwitz, managers of AEBPIII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about AEBPIII is set forth in Attachment A hereto.

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(1) Names of Reporting Persons.

Farah Champsi

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,868,088 (f)
Number Of	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,868,088 (f)
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,868,088 (f)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

5.2%

(b)
(12)

Type Of Reporting Person

IN

(f)

Champsí shares voting and dispositive control over the 1,711,012 shares of Common Stock beneficially owned by ABPIII, the 114,910 shares of Common Stock beneficially owned by ABPIIIKG, and the 42,166 shares of Common Stock beneficially owned by AEBPIII. Additional information about Champsí is set forth in Attachment A hereto.

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(1) Names of Reporting Persons.

Edward Penhoet

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,868,088 (g)
Number Of	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,868,088 (g)
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,868,088 (g)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

5.2%

(b)
(12)

Type Of Reporting Person

IN

(g)

Penhoet shares voting and dispositive control over the 1,711,012 shares of Common Stock beneficially owned by ABPIII, the 114,910 shares of Common Stock beneficially owned by ABPIIIKG, and the 42,166 shares of Common Stock beneficially owned by AEBPIII. Additional information about Penhoet is set forth in Attachment A hereto.

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(1) Names of Reporting Persons.

Edward Hurwitz

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

X

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,868,088 (h)
Number Of	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,868,088 (h)
Shares			
Beneficially			
Owned By			
Each			
Reporting			
Person With			

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,868,088 (h)
(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares

(11)

Percent Of Class Represented By Amount In Row (9)

5.2%

(b)
(12)

Type Of Reporting Person

IN

(h)

Hurwitz shares voting and dispositive control over the 1,711,012 shares of Common Stock beneficially owned by ABPIII, the 114,910 shares of Common Stock beneficially owned by ABPIIIKG, and the 42,166 shares of Common Stock beneficially owned by AEBPIII. Additional information about Hurwitz is set forth in Attachment A hereto.

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Item 1.

(a)

Name of Issuer: ChemoCentryx, Inc.(Issuer)

(b)

Address of Issuer's Principal Executive Offices:

850 Maude Avenue

Mountain View, California 94043

Item 2.

(a)

Name of Person Filing:

Alta BioPharma Partners III, L.P. (ABPIII)

Alta BioPharma Management III, LLC (ABMIII)

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (ABPIIIKG)

Alta Embarcadero BioPharma Partners III, LLC (AEBPIII)

Farah Champsi (FC)

Edward Penhoet (EP)

Edward Hurwitz (EH)

(b)

Address of Principal Business Office:

One Embarcadero Center, Suite 3700

San Francisco, CA 94111

(c)

Citizenship/Place of Organization:

Entities:

ABPIII

Delaware

ABMIII

Delaware

ABPIIIKG

Germany

AEBPIII

California

Individuals:

FC

United States

EP

United States

EH

United States

(d)

Title of Class of Securities:

Common Stock

(e)

CUSIP Number: 16383L106

Item 3.

Not applicable.

Item 4**Ownership.****Please see Attachment A**

		ABPIII	ABMIII	ABPIIIKG	AEBPIII
(a)	Beneficial Ownership	1,711,012	1,825,922	114,910	42,166
(b)	Percentage of Class	4.7%	5.0%	0.3%	0.1%
(c)	Sole Voting Power	1,711,012	-0-	114,910	42,166
	Shared Voting Power	-0-	1,825,922	-0-	-0-
	Sole Dispositive Power	1,711,012	-0-	114,910	42,166
	Shared Dispositive Power	-0-	1,825,922	-0-	-0-
		FC	EP	EH	
(a)	Beneficial Ownership	1,868,088	1,868,088	1,868,088	
(b)	Percentage of Class	5.2%	5.2%	5.2%	
(c)	Sole Voting Power	-0-	-0-	-0-	
	Shared Voting Power	1,868,088	1,868,088	1,868,088	
	Sole Dispositive Power	-0-	-0-	-0-	
	Shared Dispositive Power	1,868,088	1,868,088	1,868,088	

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Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8.

Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(J) of the Act.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

Not applicable.

EXHIBITS

A:

Joint Filing Statement

CUSIP No. 16383L106

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date:

February 12, 2013

Alta BioPharma Partners III, L.P.

Alta BioPharma Management III, LLC

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi

By: /s/ Farah Champsi

Farah Champsi, Director

Farah Champsi, Director

Alta Embarcadero BioPharma Partners III, LLC

Alta BioPharma Partners III GmbH &Co.

Beteiligungs KG

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champs

By: /s/ Farah Champs

Farah Champs, Manager

Farah Champs, Director

/s/ Farah Champs

Farah Champs

/s/ Edward Penhoet

/s/ Edward Hurwitz

Edward Penhoet

Edward Hurwitz

CUSIP No. 16383L106

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Exhibit A

Agreement of Joint Filing

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date:

February 12, 2013

Alta BioPharma Partners III, L.P.

Alta BioPharma Management III, LLC

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi

By: /s/ Farah Champsi

Farah Champsi, Director

Farah Champsi, Director

Alta Embarcadero BioPharma Partners III, LLC

Alta BioPharma Partners III GmbH & Co.

Beteiligungs KG

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champs

By: /s/ Farah Champs

Farah Champs, Manager

Farah Champs, Director

/s/ Farah Champs

Farah Champs

/s/ Edward Penhoet

/s/ Edward Hurwitz

Edward Penhoet

Edward Hurwitz

Attachment A

Alta BioPharma Partners III, L.P. beneficially owns 1,711,012 shares of Common and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG beneficially owns 114,910 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta Embarcadero BioPharma Partners III, LLC beneficially owns 42,166 shares Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Management III, LLC is the general partner of Alta BioPharma Partners III, L.P. and the managing limited partner of Alta BioPharma Partners III GmbH & Co. Beteiligungs KG and may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Ms. Farah Champsi is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. She may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Mr. Edward Hurwitz is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

Mr. Edward Penhoet is a director of Alta BioPharma Management III, LLC, and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds.

