

Mulroy Robert J.  
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)

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

**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	474,603	D	Â

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
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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)	(Instr. 5)
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	26,173	\$ <u>(1)</u>	D	Â
Series C Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	29,019	\$ <u>(2)</u>	D	Â
Series D Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	57,143	\$ <u>(3)</u>	I	By Wife
Series E Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	4,657	\$ <u>(4)</u>	I	By Wife
Stock Option (right to buy)	Â <u>(5)</u>	08/02/2012	Common Stock	75,000	\$ 2.19	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	05/08/2013	Common Stock	50,000	\$ 2.19	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	08/30/2014	Common Stock	158,048	\$ 1.25	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	08/30/2014	Common Stock	141,952	\$ 1.25	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	02/02/2015	Common Stock	25,837	\$ 1.25	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	02/02/2015	Common Stock	224,163	\$ 1.25	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	08/03/2015	Common Stock	43,247	\$ 1.71	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	08/03/2015	Common Stock	456,753	\$ 1.71	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	01/23/2017	Common Stock	52,985	\$ 2.47	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	01/23/2017	Common Stock	97,015	\$ 2.47	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	10/04/2017	Common Stock	26,689	\$ 2.59	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	10/04/2017	Common Stock	248,311	\$ 2.59	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	11/04/2019	Common Stock	775,000	\$ 2.12	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	05/02/2021	Common Stock	50,000	\$ 5.54	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mulroy Robert J. C/O MERRIMACK PHARMACEUTICALS, INC. ONE KENDALL SQUARE, SUITE B7201 CAMBRIDGE, MA 02139	X	A	A President and CEO	A

## 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) Each share of Series B Convertible Preferred Stock will automatically convert into approximately 1.5435 shares of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
  - (2) Each share of Series C Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
  - (3) Each share of Series D Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
  - (4) Each share of Series E Convertible Preferred Stock will automatically convert into one share of Common Stock upon the closing of the issuer's initial public offering. The shares have no expiration date.
  - (5) This option is fully vested.
  - (6) 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.
  - (7) 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. 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.