

CROCKER GARY L
Form 4
April 05, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CROCKER GARY L

(Last) (First) (Middle)

C/O MERRIMACK
PHARMACEUTICALS, INC., ONE
KENDALL SQUARE, SUITE
B7201

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MERRIMACK
PHARMACEUTICALS INC
[MACK]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/03/2012 | | P | | 64,285 | A | \$ 7 64,285 | D | |
| Common Stock | 04/03/2012 | | P | | 15,000 | A | \$ 7 79,285 | I | By Crocker Enterprises, LLC |
| Common Stock | 04/03/2012 | | P | | 14,285 | A | \$ 7 93,570 | I | By Crocker Ventures, LLC |

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| | | | | | | | | |
|--------------|------------|---|---------|---|------|-----------|---|-----------------------------|
| Common Stock | 04/03/2012 | P | 21,428 | A | \$ 7 | 114,998 | I | By Daughter |
| Common Stock | 04/03/2012 | P | 25,000 | A | \$ 7 | 139,998 | I | By Son |
| Common Stock | 04/03/2012 | C | 59,863 | A | (1) | 199,861 | D | |
| Common Stock | 04/03/2012 | C | 463,654 | A | (2) | 663,515 | D | |
| Common Stock | 04/03/2012 | C | 46,676 | A | (3) | 710,191 | D | |
| Common Stock | 04/03/2012 | C | 41,900 | A | (4) | 752,091 | D | |
| Common Stock | 04/03/2012 | C | 313,266 | A | (5) | 1,065,357 | D | |
| Common Stock | 04/03/2012 | C | 15,863 | A | (1) | 1,081,220 | I | By Crocker Enterprises, LLC |
| Common Stock | 04/03/2012 | C | 30,000 | A | (2) | 1,111,220 | I | By Crocker Enterprises, LLC |
| Common Stock | 04/03/2012 | C | 300,000 | A | (3) | 1,411,220 | I | By Crocker Ventures, LLC |
| Common Stock | 04/03/2012 | C | 184,975 | A | (1) | 1,596,195 | I | By Wife |
| Common Stock | 04/03/2012 | C | 35,714 | A | (2) | 1,631,909 | I | By Wife |
| Common Stock | 04/03/2012 | C | 79,000 | A | (1) | 1,710,909 | I | By Daughter |
| Common Stock | 04/03/2012 | C | 21,429 | A | (2) | 1,732,338 | I | By Daughter |
| Common Stock | 04/03/2012 | C | 28,332 | A | (3) | 1,760,670 | I | By Daughter |
| Common Stock | 04/03/2012 | C | 23,300 | A | (4) | 1,783,970 | I | By Daughter |
| Common Stock | 04/03/2012 | C | 22,000 | A | (5) | 1,805,970 | I | By Daughter |
| Common Stock | 04/03/2012 | C | 79,000 | A | (1) | 1,884,970 | I | By Son |
| Common Stock | 04/03/2012 | C | 21,429 | A | (2) | 1,906,399 | I | By Son |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----|-----------|---|----------|
| Common Stock | 04/03/2012 | C | 28,332 | A | (3) | 1,934,731 | I | By Son |
| Common Stock | 04/03/2012 | C | 23,300 | A | (4) | 1,958,031 | I | By Son |
| Common Stock | 04/03/2012 | C | 22,000 | A | (5) | 1,980,031 | I | By Son |
| Common Stock | 04/03/2012 | C | 450,000 | A | (4) | 2,430,031 | I | By Trust |

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

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SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Series C Convertible Preferred Stock | (1) | 04/03/2012 | | C | 59,863 | (1) (1) | Common Stock 59,863 |
| Series D Convertible Preferred Stock | (2) | 04/03/2012 | | C | 463,654 | (2) (2) | Common Stock 463,654 |
| Series E Convertible Preferred Stock | (3) | 04/03/2012 | | C | 46,676 | (3) (3) | Common Stock 46,676 |
| Series F Convertible Preferred Stock | (4) | 04/03/2012 | | C | 41,900 | (4) (4) | Common Stock 41,900 |
| Series G Convertible Preferred | (5) | 04/03/2012 | | C | 313,266 | (5) (5) | Common Stock 313,266 |

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Stock

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

15,863

(1)

(1)

Common
Stock

15,863

Series D
Convertible
Preferred
Stock

(2)

04/03/2012

C

30,000

(2)

(2)

Common
Stock

30,000

Series E
Convertible
Preferred
Stock

(3)

04/03/2012

C

300,000

(3)

(3)

Common
Stock

300,000

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

184,975

(1)

(1)

Common
Stock

184,975

Series D
Convertible
Preferred
Stock

(2)

04/03/2012

C

35,714

(2)

(2)

Common
Stock

35,714

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

79,000

(1)

(1)

Common
Stock

79,000

Series D
Convertible
Preferred
Stock

(2)

04/03/2012

C

21,429

(2)

(2)

Common
Stock

21,429

Series E
Convertible
Preferred
Stock

(3)

04/03/2012

C

28,332

(3)

(3)

Common
Stock

28,332

Series F
Convertible
Preferred
Stock

(4)

04/03/2012

C

23,300

(4)

(4)

Common
Stock

23,300

Series G
Convertible
Preferred
Stock

(5)

04/03/2012

C

22,000

(5)

(5)

Common
Stock

22,000

Series C
Convertible
Preferred
Stock

(1)

04/03/2012

C

79,000

(1)

(1)

Common
Stock

79,000

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- (5) Each share of Series G Convertible Preferred Stock automatically converted into one share of Common Stock upon the closing of the issuer's initial public offering and had no expiration date.

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