

VHCP Management, LLC
 Form 3
 June 17, 2015

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 and Ticker or Trading Symbol | |
| Â VENROCK HEALTHCARE CAPITAL PARTNERS LP | | | (Month/Day/Year) | ARCA biopharma, Inc. [ABIO] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O VENROCK,Â 3340 HILLVIEW AVE. | | | | (Check all applicable) | |
| (Street) | | | | ___ Director | <input checked="" type="checkbox"/> 10% Owner |
| PALO ALTO,Â CAÂ 94304 | | | | ___ Officer | ___ Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | | ___ Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 10,789,324 | I <u>(1)</u> <u>(3)</u> | By funds |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

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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 | 4,315,730 | \$ 0.8716 | I <u>(2)</u> <u>(3)</u> | By funds |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VENROCK HEALTHCARE CAPITAL PARTNERS LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |
| Venrock Healthcare Capital Partners II, L.P. C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |
| VHCP Co-Investment Holdings, LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |
| VHCP Co-Investment Holdings II, LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |
| Koh Bong Y C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |
| Hove Anders D C/O VENROCK 530 FIFTH AVENUE NEW YORK, NY 10036 | ^ | ^ X | ^ | ^ |
| VHCP Management, LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |
| VHCP Management II, LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304 | ^ | ^ X | ^ | ^ |

Signatures

/s/ David L. Stepp, Authorized Signatory 06/17/2015

__Signature of Reporting Person Date

/s/ David L. Stepp, as attorney in fact 06/17/2015

__Signature of Reporting Person Date

/s/ David L. Stepp, as attorney in fact 06/17/2015

__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) Consists of: 2,736,388 shares held directly by Venrock Healthcare Capital Partners, L.P. ("VHCP"); 5,373,623 shares held directly by Venrock Healthcare Capital Partners II, L.P. ("VHCP II"); 500,409 shares held directly by VHCP Co-Investment Holdings, LLC ("Co-Invest"); and 2,178,904 shares held directly by VHCP Co-Investment Holdings II, LLC ("Co-Invest II").

(2) Consists of: 1,094,555 warrants held directly by VHCP; 2,149,449 warrants held directly by VHCP II; 200,164 warrants held directly by Co-Invest; and 871,562 warrants held directly by Co-Invest II.

(3) VHCP Management, LLC ("VHCP Management") is the general partner of VHCP and the manager of Co-Invest and may be deemed to beneficially own these shares. VHCP Management II, LLC ("VHCP Management II") is the general partner of VHCP II and the manager of Co-Invest II and may be deemed to beneficially own these shares. Drs. Anders D. Hove and Bong Y. Koh are the managing members of VHCP Management and VHCP Management II and may be deemed to beneficially own these shares. Drs. Hove and Koh, VHCP Management and VHCP Management II expressly disclaim beneficial ownership over these shares and warrants except to the extent of their indirect pecuniary interests therein.

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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