SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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|  |  |  | 51 0  |  |  |  |   |   |                                |
|--|--|--|---|--|--|--|---|---|--------------------------------|
| 1. Name and Address of Reporting Person*<br><u>SVLSF IV, LLC</u>                     |  |  | 2. Date of Event<br>Requiring Statement<br>(Month/Day/Year)<br>09/03/2013 |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>SafeStitch Medical, Inc.</u> [SFES.OB] |  |   |   |                                |
|  | ast) (First) (Middle)<br>NE BOSTON PLACE |  |   | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director X 10% Owner<br>Officer (give title Other (specify |  |  | 5. If Amendment, Date of Original Filed<br>(Month/Day/Year) |   |                                |
| 201 WASHINGTON STREET, SUITE 3900<br>(Street)<br>BOSTON MA 02108                     |  |  |   |  | below)   | below)   |   | 6. Individual or Joint/Group Filing (Check<br>Applicable Line)<br>Form filed by One Reporting Person<br>X Form filed by More than One<br>Reporting Person |                                |
| (City)   | (State)                                  | (Zip)                                    |   |  |  |  |   |   |                                |
|  |  |  | Table I - N   | on-Deriva  | ative Securities Beneficia   | ally Owned   |   |   |                                |
| 1. Title of Security (Instr. 4)  |  |  |   |  | 2. Amount of Securities<br>Beneficially Owned (Instr. 4)                                     | 3. Ownersh<br>Form: Direc<br>or Indirect<br>(Instr. 5) | cṫ(D)   (In   | Nature of Indirect<br>Istr. 5)  | Beneficial Ownership           |
| Common Sto   | ck <sup>(1)</sup>                        |  |   |  | 22,433,674   | I  | Se  | e footnote <sup>(1)(5)</sup>  |                                |
| Common Sto   | ck <sup>(2)</sup>                        |  |   |  | 22,433,674   | I  | Se  | e footnote <sup>(2)(5)</sup>  |                                |
| Common Stock <sup>(3)</sup>  |  |  |   |  | 21,814,352   | D  |   |   |                                |
| Common Sto   | ck <sup>(4)</sup>                        |  |   | 619,322  | D  |  |   |   |                                |
|  |  | (  |   |  | ve Securities Beneficiall<br>ants, options, convertib  |  | s)  |   |                                |
| 1. Title of Derivative Security (Instr. 4)       2. Date Exercision Date (Month/Day) |  |  | cisable and ate   | 3. Title and Amount of Securities 4.<br>Jnderlying Derivative Security (Instr. 4) Conv<br>or Ex  |  | 1  |   | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5)   |                                |
|  |  |  | Date<br>Exercisable   | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares                       | Derivativ<br>Security                                       | e or Indirect   |                                |
| Series B Con   | vertible Preferi                         | red Stock <sup>(1)(6)(7)</sup>           | 09/03/2013  | (8)  | Common Stock   | 11,549,790   | 0.4 <sup>(6)(7</sup>  | <sup>7)</sup> I   | See footnote <sup>(1)(5)</sup> |
| Series B Convertible Preferred Stock <sup>(2)(6)(7)</sup> 09/03/20                   |  |  | 09/03/2013  | (8)  | Common Stock   | 11,549,790   | 0.4 <sup>(6)(7</sup>  | <sup>7)</sup> I   | See footnote <sup>(2)(5)</sup> |
| Series B Convertible Preferred Stock <sup>(3)(6)</sup> 09/03/2013                    |  |  | (8)   | Common Stock   | 11,230,935   | 0.4(6)   | D   |   |                                |
| Series B Con   | vertible Preferr                         | ed Stock <sup>(4)(7)</sup>               | 09/03/2013  | (8)  | Common Stock   | 318,855  | 0.4(7)  | D   |                                |
| 1. Name and Ac<br>SVLSF IV   | ddress of Reportir                       | ng Person <sup>*</sup>                   |   |  |  |  |   |   |                                |
| (Last)(First)(Middle)ONE BOSTON PLACE201 WASHINGTON STREET, SUITE 3900               |  |  |   |  |  |  |   |   |                                |
| (Street)<br>BOSTON MA 02108  |  |  |   |  |  |  |   |   |                                |
| (City)   | (State)                                  | (Zip)                                    |   |  |  |  |   |   |                                |
|  | ddress of Reportir                       | ng Person <sup>*</sup><br>FUND IV, L.P.  |   |  |  |  |   |   |                                |
| SV LIFE S  |  | (Last) (First) (Middle) ONE BOSTON PLACE |   |  |  |  |   |   |                                |
| (Last)<br>ONE BOST(  | ON PLACE                                 | ·  | le)   |  |  |  |   |   |                                |
| (Last)<br>ONE BOST(  | ON PLACE                                 | (Midd<br>ET, SUITE 3900                  | le)   | _  |  |  |   |   |                                |
| (Last)<br>ONE BOST(  | ON PLACE                                 | ·  |   | _  |  |  |   |   |                                |

|  |         | <sup>son*</sup><br>DIV STRATEGIC |  |  |  |  |  |  |
|--|---------|----------------------------------|--|--|--|--|--|--|
| (Last)   | (First) | (Middle)                         |  |  |  |  |  |  |
| ONE BOSTO  | N PLACE |                                  |  |  |  |  |  |  |
| 201 WASHINGTON STREET, SUITE 3900  |         |                                  |  |  |  |  |  |  |
| (Street)   |         |                                  |  |  |  |  |  |  |
| BOSTON   | MA      | 02108                            |  |  |  |  |  |  |
| (City)   | (State) | (Zip)                            |  |  |  |  |  |  |
| 1. Name and Address of Reporting Person <sup>*</sup><br><u>SV Life Sciences Fund IV (GP), L.P.</u> |         |                                  |  |  |  |  |  |  |
| (Last)   | (First) | (Middle)                         |  |  |  |  |  |  |
| ONE BOSTON PLACE   |         |                                  |  |  |  |  |  |  |
| 201 WASHINGTON STREET, SUITE 3900  |         |                                  |  |  |  |  |  |  |
| (Street)   |         |                                  |  |  |  |  |  |  |
| BOSTON   | MA      | 02108                            |  |  |  |  |  |  |
| (City)   | (State) | (Zip)                            |  |  |  |  |  |  |

## Explanation of Responses:

1. These shares are owned directly by SV Life Sciences Fund IV, L.P. ("SVLS IV LP") and SV Life Sciences Fund IV Strategic Partners, L.P. ("Strategic Partners"). SV Life Sciences Fund IV (GP), L.P. ("SVLS IV GP"), the general partner of SVLS IV LP and Strategic Partners, may be deemed to share voting and dispositive power over the shares held by SVLS IV LP and Strategic Partners. SVLS IV GP disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.

2. These shares are owned directly by SVLS IV LP and Strategic Partners. SVLSF IV, LLC, the general partner of SVLS IV GP, may be deemed to share voting and dispositive power over the shares held by SVLS IV LP and Strategic Partners. SVLSF IV, LLC disclaims beneficial ownership of shares held by SVLS IV LP and Strategic Partners except to the extent of any pecuniary interest therein.

3. These shares are held directly by SVLS IV LP.

4. These shares are held directly by Strategic Partners.

5. SVLS IV LP and Strategic Partners (each a "Fund", or collectively the "Funds") may be deemed to beneficially own the shares held by each other Fund because of certain contractual relationships among the Funds and their affiliates. The Funds disclaim beneficial ownership of shares held by any other Fund except to the extent of any pecuniary interest therein.

6. On September 3, 2013, SafeStitch Medical, Inc. (the "Issuer") sold and issued to SVLS IV LP, in a privately negotiated transaction pursuant to a securities purchase agreement, an aggregate of 1,123,093.5 shares of the Issuer's Series B Convertible Preferred Stock at a purchase price of \$4.00 per share. Upon the filing of an Amendment to the Issuer's Certificate of Incorporation with the State of Delaware, each share of the Issuer's Series B Convertible Preferred Stock will automatically convert into ten (10) shares of the Issuer's common stock.

7. On September 3, 2013, the Issuer sold and issued to Strategic Partners, in a privately negotiated transaction pursuant to a securities purchase agreement, an aggregate of 31,885.5 shares of the Issuer's Series B Convertible Preferred Stock at a purchase price of \$4.00 per share. Upon the filing of an Amendment to the Issuer's Certificate of Incorporation with the State of Delaware, each share of the Issuer's Series B Convertible Preferred Stock will automatically convert into ten (10) shares of the Issuer's common stock.

8. The Series B Convertible Preferred Stock has no expiration date

/s/ Thomas B. Rosedale 09/11/2013 (pursuant to power of attorney) /s/ Thomas B. Rosedale 09/11/2013 (pursuant to power of attorney) /s/ Thomas B. Rosedale 09/11/2013 (pursuant to power of attorney) /s/ Thomas B. Rosedale 09/11/2013 (pursuant to power of attorney) Date

\*\* Signature of Reporting Person

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

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SVLSF IV, LLC

This statement confirms that the undersigned has authorized and designated each of Suzanne Hamel and Thomas B. Rosedale his attorneys-in-fact to (i) prepare, execute and file on behalf of the undersigned Form ID or any other necessary documents or forms in order to obtain access codes (including, without limitation, CIK and CCC codes) for the undersigned to permit filing on EDGAR, and (ii) prepare, execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of a public reporting company or by virtue of the undersigned holding board of director or executive officer positions with a public reporting company. The authority of such attorneys under this Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with the U.S. Securities and Exchange Commission, unless earlier revoked in writing. The undersigned acknowledges that such attorneys are not assuming any of the undersigned's responsibilities to comply with the requirements of Section 16 of the Securities Exchange Act of 1934, as amended, or any of the undersigned's liabilities for failure to comply with such requirements.

SVLSF IV, LLC

Date: August 22, 2013

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SV LIFE SCIENCES FUND IV, L.P.

This statement confirms that the undersigned has authorized and designated each of Suzanne Hamel and Thomas B. Rosedale his attorneys-in-fact to (i) prepare, execute and file on behalf of the undersigned Form ID or any other necessary documents or forms in order to obtain access codes (including, without limitation, CIK and CCC codes) for the undersigned to permit filing on EDGAR, and (ii) prepare, execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of a public reporting company or by virtue of the undersigned holding board of director or executive officer positions with a public reporting company. The authority of such attorneys under this Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with the U.S. Securities and Exchange Commission, unless earlier revoked in writing. The undersigned acknowledges that such attorneys are not assuming any of the undersigned's responsibilities to comply with the requirements of Section 16 of the Securities Exchange Act of 1934, as amended, or any of the undersigned's liabilities for failure to comply with such requirements.

SV LIFE SCIENCES FUND IV, L.P.

By: SV Life Sciences Fund IV (GP), L.P., its Sole General Partner By: SVLSF IV, LLC, its sole General Partner

Date: August 22, 2013

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SV LIFE SCIENCES FUND IV STRATEGIC PARTNERS, L.P.

This statement confirms that the undersigned has authorized and designated each of Suzanne Hamel and Thomas B. Rosedale his attorneys-in-fact to (i) prepare, execute and file on behalf of the undersigned Form ID or any other necessary documents or forms in order to obtain access codes (including, without limitation, CIK and CCC codes) for the undersigned to permit filing on EDGAR, and (ii) prepare, execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of a public reporting company or by virtue of the undersigned holding board of director or executive officer positions with a public reporting company. The authority of such attorneys under this Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with the U.S. Securities and Exchange Commission, unless earlier revoked in writing. The undersigned acknowledges that such attorneys are not assuming any of the undersigned's responsibilities to comply with the requirements of Section 16 of the Securities Exchange Act of 1934, as amended, or any of the undersigned's liabilities for failure to comply with such requirements.

> SV LIFE SCIENCES FUND IV STRATEGIC PARTNERS, L.P.

By: SV Life Sciences Fund IV (GP), L.P., its Sole General Partner By: SVLSF IV, LLC, its sole General Partner

Date: August 22, 2013

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SV LIFE SCIENCES FUND IV (GP), L.P.

This statement confirms that the undersigned has authorized and designated each of Suzanne Hamel and Thomas B. Rosedale his attorneys-in-fact to (i) prepare, execute and file on behalf of the undersigned Form ID or any other necessary documents or forms in order to obtain access codes (including, without limitation, CIK and CCC codes) for the undersigned to permit filing on EDGAR, and (ii) prepare, execute and file on behalf of the undersigned all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of a public reporting company or by virtue of the undersigned holding board of director or executive officer positions with a public reporting company. The authority of such attorneys under this Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4 and 5 with the U.S. Securities and Exchange Commission, unless earlier revoked in writing. The undersigned acknowledges that such attorneys are not assuming any of the undersigned's responsibilities to comply with the requirements of Section 16 of the Securities Exchange Act of 1934, as amended, or any of the undersigned's liabilities for failure to comply with such requirements.

SV LIFE SCIENCES FUND IV (GP), L.P.

By: SVLSF IV, LLC, its sole General Partner

Date: August 22, 2013