

Kolchinsky Peter
Form 3
May 01, 2013

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 RA CAPITAL MANAGEMENT, LLC | | | (Month/Day/Year) | DERMA SCIENCES, INC. [DSCI] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O RA CAPITAL MANAGEMENT, LLC, Â 20 PARK PLAZA, SUITE 1200 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| BOSTON, Â MA Â 02116 | | | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> 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, PAR VALUE \$0.01 | 1,990,931 ⁽¹⁾ | I | see footnote ⁽²⁾ |

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) |
|-----------------------------------|-----------------|---------------------|----------------------------|------------------------------|---|-----------------------------|
| WARRANTS TO PURCHASE COMMON STOCK | 06/22/2016 | Common Stock | 363,636 | \$ 9.9 | I | see footnote ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RA CAPITAL MANAGEMENT, LLC C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Peter Kolchinsky, Manager of RA Capital Management, LLC | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/ Peter Kolchinsky | 05/01/2013 |
| **Signature of Reporting Person | Date |
| /s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P. | 05/01/2013 |
| **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) These shares represent 1,312,963 shares held by RA Capital Healthcare Fund, L.P. ("Fund I") and 677,968 shares held by Blackwell Partners, LLC ("Blackwell").
 - (2) RA Capital Management, LLC (the "Advisor") is the general partner of Fund I and the investment adviser of Blackwell. Peter Kolchinsky is the sole manager of the Adviser. Each of the Reporting Persons disclaims beneficial ownership of any shares of the above named Issuer reported herein, except to the extent of his or its pecuniary interest therein.
 - (3) These warrants are exercisable for cash, provided, however, that the warrants are not exercisable to the extent the holder of any such warrant beneficially owns more than 9.98% of the outstanding Common Stock of the Issuer.

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- These warrants represent the right for Fund I to acquire 195,636 additional shares of Common Stock and for Blackwell to acquire 168,000
- (4) additional shares of Common Stock, in each case upon the terms and conditions set forth in such warrant. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

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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