

Flexion Therapeutics Inc  
Form SC 13G  
February 02, 2015

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. \_\_\_\_\_)\*

Flexion Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

33938J106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Flexion Therapeutics Inc - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 13

CUSIP # 33938J106

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

5AM Ventures II, L.P. ("Ventures II")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

1,454,679 shares, except that 5AM Partners II, LLC ("Partners II"), the general partner of Ventures II, may be deemed to have sole voting power, and Dr. John Diekman ("Diekman"), Andrew Schwab ("Schwab") and Dr. Scott Rocklage ("Rocklage"), managing members of Partners II, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 1,454,679 shares, except that Partners II may be deemed to have sole dispositive power, and Diekman, Schwab and Rocklage, managing members of Partners II, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 1,454,679

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.8%

12 TYPE OF REPORTING PERSON

PN

CUSIP # 33938J106

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

5AM Co-Investors II, L.P. ("Co-Investors II")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5 57,397 shares, except that Partners II, the general partner of Co-Investors II, may be deemed to have sole voting power, and Diekman, Schwab and Rocklage, managing members of Partners II, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 57,397 shares, except that Partners II, the general partner of Co-Investors II, may be deemed to have sole dispositive power, and Diekman, Schwab and Rocklage, managing members of Partners II, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 57,397

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

PN

CUSIP # 33938J106

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

5AM Partners II, LLC ("Partners II")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

SOLE VOTING POWER

5 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole voting power, and Diekman, Schwab and Rocklage, managing members of Partners II may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole dispositive power, and Diekman, Schwab and Rocklage, managing members of Partners II may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 1,512,076

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP # 33938J106

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dr. John Diekman ("Diekman")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole voting power, and Diekman, a managing member of Partners II, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
-0-

SHARED DISPOSITIVE POWER

8 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole dispositive power, and Diekman, a managing member of Partners II, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 1,512,076

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12 TYPE OF REPORTING PERSON  
IN

CUSIP # 33938J106

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew Schwab ("Schwab")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH  
1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole voting power, and Schwab, a managing member of Partners II, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
-0-

SHARED DISPOSITIVE POWER

8 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole dispositive power, and Schwab, a managing member of Partners II, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 1,512,076

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12 TYPE OF REPORTING PERSON  
IN

CUSIP # 33938J106

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dr. Scott Rocklage ("Rocklage")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY EACH REPORTING PERSON WITH 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole voting power, and Rocklage, a managing member of Partners II, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER  
-0-

SHARED DISPOSITIVE POWER

8 1,512,076 shares, of which 1,454,679 are owned directly by Ventures II and 57,397 are owned directly by Co-Investors II. Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole dispositive power, and Rocklage, a managing member of Partners II, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 1,512,076

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12 TYPE OF REPORTING PERSON  
IN

CUSIP # 33938J106

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ITEM  
1(A). NAME OF ISSUER

Flexion Therapeutics, Inc.

ITEM  
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

10 Mall Road, Suite 301  
Burlington, Massachusetts 01803

ITEM  
2(A). NAME OF PERSONS FILING

5AM Ventures II, L.P. ("Ventures II"), a Delaware limited partnership, 5AM Co-Investors II, L.P. ("Co-Investors II"), a Delaware limited partnership, 5AM Partners II, LLC ("Partners II"), a Delaware limited liability company, Dr. John Diekman ("Diekman"), Andrew Schwab ("Schwab") and Dr. Scott Rocklage ("Rocklage" and collectively with Ventures II, Co-Investors II, Partners II, Diekman and Schwab, "Reporting Persons").

Partners II, the general partner of Ventures II and Co-Investors II, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Ventures II and Co-Investors II. Diekman, Schwab and Rocklage are the managing members of Partners II and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Ventures II and Co-Investors II.

ITEM  
2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o 5AM Ventures  
2200 Sand Hill Road, Suite 110  
Menlo Park, California 94025

ITEM  
2(C). CITIZENSHIP

Ventures II and Co-Investors II are Delaware limited partnerships. Partners II is a Delaware limited liability company. Diekman, Schwab and Rocklage are U.S. citizens.

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

ITEM  
2(D)  
AND  
(E).

Common Stock  
CUSIP # 33938J106

ITEM 3. Not Applicable.

CUSIP # 33938J106

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ITEM OWNERSHIP  
4.

The following information with respect to the ownership of the Common Stock of the issuer by the Reporting Persons filing this Statement is provided as of December 31, 2014 and percentage ownership is based on the outstanding shares number of 21,440,058 provided to Reporting Persons by the Issuer.

Amount beneficially owned:

- (a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

- (b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

- (i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

- (iv) See Row 8 of cover page for each Reporting Person.

ITEM  
5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM  
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreement of Ventures II and Co-Investors II, the general and limited partners of Ventures II and Co-Investors II may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by Ventures II and Co-Investors II.

ITEM  
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

CUSIP # 33938J106

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 2, 2015

5AM Ventures II, L.P. /s/Andrew Schwab  
By 5AM Partners II, LLC, Signature  
Its General Partner  
Andrew Schwab  
Managing Member

5AM Co-Investors II, L.P. /s/Andrew Schwab  
By 5AM Partners II, LLC, Signature  
Its General Partner  
Andrew Schwab  
Managing Member

5AM Partners II, LLC /s/Andrew Schwab  
Signature  
Andrew Schwab  
Managing Member

Dr. John Diekman /s/ Dr. John Diekman  
Signature

ANDREW SCHWAB /s/Andrew Schwab  
Signature

DR. SCOTT ROCKLAGE /s/ Scott Rocklage \_\_\_\_\_  
Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

CUSIP # 33938J106

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EXHIBIT INDEX

| <u>Exhibit</u>                       | <u>Found on<br/>Sequentially<br/>Numbered Page</u> |
|--------------------------------------|--|
| Exhibit A: Agreement of Joint Filing | 14   |

CUSIP # 33938J106

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Flexion Therapeutics, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 2, 2015

5AM Ventures II, L.P.

By: MAM Partners II, LLC  
Its: General Partner

By: /s/Andrew Schwab  
Managing Member

5AM Co-Investors II, L.P.

By: MAM Partners II, LLC  
Its: General Partner

By: /s/Andrew Schwab

Managing Member

5AM Partners II, LLC

By: /s/ Andrew Schwab

Managing Member

/s/ Dr. John Diekman

Dr. John Diekman

/s/ Andrew Schwab

Andrew Schwab

/s/ Dr. Scott Rocklage

Dr. Scott Rocklage