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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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* ARCH Venture Partners VII, LLC			2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2018		3. Issuer Name and Ticker or Trading Symbol <u>Unity Biotechnology, Inc.</u> [UBX]				
(Last) (First) (Middle) 8755 W. HIGGINS RD, SUITE 1025					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify		er cify 6. Ir	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check	
(Street) CHICAGO	IL	60631			below)	below)	App 2	Form filed b	by One Reporting Person by More than One Person
(City)	(State)	(Zip)							
			Table I - No	on-Deriva	tive Securities Beneficial	lly Owned			
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	Form: Direc	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) 4. Nature of Indirect Beneficial Owner (Instr. 5)		t Beneficial Ownership
Common Stoc	k				39,547	I S		See Footnote ⁽³⁾⁽⁵⁾	
		(e Securities Beneficially ants, options, convertible		s)		
1. Title of Deriva	ative Security (•	2. Date Exerc Expiration D (Month/Day/	cisable and ate	3. Title and Amount of Securiti Underlying Derivative Security	ies	4. 5. 6. Nature of Indirec Conversion Ownership or Exercise Form: (Instr. 5)		6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	ve or Indirect	
Series A-1 Pre	ferred Stock		(1)	(2)	Common Stock	2,030,625	(1)	I	See Footnote ⁽³⁾⁽⁵⁾
Series A-2 Preferred Stock			(1)	(2)	Common Stock	4,228,432	(1)	I	See Footnote ⁽³⁾⁽⁵⁾
Series B Preferred Stock			(1)	(2)	Common Stock	2,067,160	(1)	I	See Footnote ⁽³⁾⁽⁵⁾
Series B Preferred Stock			(1)	(2)	Common Stock	1,486,745	(1)	I	See Footnote ⁽⁴⁾⁽⁵⁾
Series C Prefe	rred Stock		(1)	(2)	Common Stock	195,672	(1)	Ι	See Footnote ⁽⁴⁾⁽⁵⁾
(Last) 8755 W. HIG	ture Partne (First)	ers VII, LLC (Midd	le)	_					
(Street) CHICAGO	IL	6063	1	_					
(City)	(State)	(Zip)							
1. Name and Add <u>ARCH Ven</u>		ing Person [*] ers VII, <u>L.P.</u>							
(Last) 8755 W. HIG SUITE 1025	(First) GINS ROAD	(Midd	le)						
(Street) CHICAGO IL 60631									
(City)	(State)	(Zip)							
1. Name and Add Arch Ventu		-							
(Last) 8755 W HIGO	(First)	(Midd	le)						

SUITE 1025		
(Street) CHICAGO	IL	60631
(City)	(State)	(Zip)
1. Name and Address ARCH Ventur		_
(Last) C/O ARCH VEN 8755 W. HIGGIN		
(Street) CHICAGO	IL	60631
(City)	(State)	(Zip)
1. Name and Address ARCH Ventur		erson [*] <u>I Overage, L.P.</u>
(Last)	(First)	(Middle)
C/O ARCH VEN 8755 W. HIGGIN		
(Street) CHICAGO	IL	60631
(City)	(State)	(Zip)
1. Name and Address <u>NELSEN RO</u>		erson*
(Last) C/O ARCH VEN 8755 W. HIGGIN		
(Street) CHICAGO	IL	60631
(City)	(State)	(Zip)
1. Name and Address CRANDELL		erson*
(Last)	(First)	(Middle)
C/O ARCH VEN 8755 W. HIGGIN		
(Street) CHICAGO	IL	60631
(City)	(State)	(Zip)
1. Name and Address <u>BYBEE CLIN</u>		erson*
(Last) C/O ARCH VEN 8755 W. HIGGIN		
(Street) CHICAGO	IL	60631
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares of the Issuer's Preferred Stock automatically convert into shares of the Issuer's Common Stock, for no additional consideration, on a 1:1 basis immediately prior to the consummation of the Issuer's initial public offering.

2. The expiration date is not relevant to the conversion of these securities.

3. The shares are directly held by ARCH Venture Fund VII, L.P. ("ARCH VII"). ARCH Venture Partners VII, L.P. (the "GPLP"), as the sole general partner of ARCH VII, may be deemed to beneficially own certain of the shares held by ARCH VII. ARCH Venture Partners VII, LLC ("GPLLC"), as the sole general partner of GPLP, may be deemed to beneficially own the shares held by GPLP. ARCH Partners VII and ARCH VII LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

4. The shares are directly held by ARCH Venture Fund VIII Overage, L.P. ("ARCH Overage"). ARCH Venture Partners VIII, LLC (the "AVP GPLLC"), as the sole general partner of ARCH Overage, may be deemed to beneficially own the shares held by ARCH Overage. AVP GPLLC disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

5. The managing directors of ARCH VII LLC and AVP GPLLC are Keith Crandell, Clinton Bybee and Robert Nelsen, and they may be deemed to beneficially own the shares held by ARCH Fund VII and ARCH Overage. Messrs. Crandell, Bybee and Nelsen disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

ARCH Venture Fund VII, L.P., By: ARCH Venture Partners VII, L.P., its General Partner, By: ARCH Venture Partners VII, LLC, its General Partner, By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director	<u>05/02/2018</u>
ARCH Venture Fund VIII Overage, L.P., ARCH Venture Partners VIII, LLC, its General Partner, By: /s/ Mark McDonnell, as Attorney-in- Fact for Keith Crandell, Managing Director	<u>05/02/2018</u>
RCH Venture Partners VII, L.P., By: ARCH Venture Partners VII, LLC, its General Partner, By: /s/ Mark McDonnell, as Attorney-in- Fact for Keith Crandell, Managing Director	<u>05/02/2018</u>
ARCH Venture Partners VII, LLC, By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director	<u>05/02/2018</u>
ARCH Venture Partners VIII, LLC, By: /s/ Mark McDonnell, as Attorney-in-Fact for Keith Crandell, Managing Director	<u>05/02/2018</u>
<u>Keith Crandell, Managing</u> <u>Director, By: /s/ Mark</u> <u>McDonnell, as Attorney-in-</u> <u>Fact</u>	<u>05/02/2018</u>
<u>Clinton Bybee, Managing</u> <u>Director, By: /s/ Mark</u> <u>McDonnell, as Attorney-in-</u> <u>Fact</u>	<u>05/02/2018</u>
<u>Robert Nelsen, Managing</u> <u>Director, By: /s/ Mark</u> <u>McDonnell, as Attorney-in-</u> Fact	<u>05/02/2018</u>
** Signature of Reporting Person	Date

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.