SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 Semigran Marc

 (Last)   (First)   (Middle)

 C/O MYOKARDIA, INC.
 333 ALLERTON AVENUE

 (Street)

 SOUTH SAN FRANCISCO   CA   94080

 (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 MyoKardia Inc [MYOK]

 3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2019

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 Director   10% Owner
 X Officer (give title below)   Other (specify below)

 Chief Medical Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	$40.11	02/08/2019		A		24,900		(1)	02/07/2029	Common Stock	24,900	$0.00	24,900	D	
Restricted Stock Units	(2)	02/08/2019		A		8,500		(2)	(2)	Common Stock	8,500	$0.00	8,500	D	

Explanation of Responses:

1. The shares underlying the option vest in 48 equal monthly installments from January 1, 2019, so long as the Reporting Person continues to be an employee of the Issuer through each vesting date. This option is subject to accelerated vesting upon termination without cause upon a change of control of the Issuer.

2. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Issuer's Common Stock. The shares of Common Stock underlying the RSUs vest in equal annual installments over 4 years from January 1, 2019, so that all of the underlying shares shall be vested on January 1, 2023, subject to the Reporting Person's continued employment with the Issuer through each vesting date. The RSUs are subject to accelerated vesting upon termination without cause after a change of control of the Issuer.

Remarks:

/s/ Cynthia Ladd, as Attorney-in-Fact   02/12/2019

** 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 4 (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.

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