

Clovis Oncology, Inc.
Form 4
November 21, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
VITULLO NICOLE

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Clovis Oncology, Inc. [CLVS]

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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			
Common Stock	11/21/2011		C		409,192	A	(1)	409,192	I	By Domain Partners VII, L.P. (3)
Common Stock	11/21/2011		C		409,192	A	(1)	818,384	I	By Domain Partners VII, L.P. (3)
Common Stock	11/21/2011		C		885,696	A	(1)	1,704,080	I	By Domain Partners VII, L.P. (3)
Common Stock	11/21/2011		C		370,799	A	(2)	2,074,879	I	By Domain Partners

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Common Stock	11/21/2011	P	916,058	A	\$ 13	2,990,937	I	VII, L.P. ⁽³⁾ By Domain Partners VII, L.P. ⁽³⁾
Common Stock	11/21/2011	C	6,979	A	<u>(1)</u>	6,979	I	By DP VII Associates, L.P. ⁽³⁾
Common Stock	11/21/2011	C	6,979	A	<u>(1)</u>	13,958	I	By DP VII Associates, L.P. ⁽³⁾
Common Stock	11/21/2011	C	15,106	A	<u>(1)</u>	29,064	I	By DP VII Associates, L.P. ⁽³⁾
Common Stock	11/21/2011	C	6,324	A	<u>(2)</u>	35,388	I	By DP VII Associates, L.P. ⁽³⁾
Common Stock	11/21/2011	P	15,625	A	\$ 13	51,013	I	By DP VII Associates, L.P. ⁽³⁾

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
				Code	V	(A)	(D)		Title	Amount Number Shares	
Series A-1 Preferred Stock	<u>(1)</u>	11/21/2011		C		1,186,657		<u>(1)</u>	<u>(1)</u>	Common Stock	409,19
Series A-2 Preferred Stock	<u>(1)</u>	11/21/2011		C		1,186,657		<u>(1)</u>	<u>(1)</u>	Common Stock	409,19
Series B Preferred Stock	<u>(1)</u>	11/21/2011		C		2,568,521		<u>(1)</u>	<u>(1)</u>	Common Stock	885,69

Convertible Promissory Note	(2)	11/21/2011	C	\$ 4,703,771	(2)	(2)	Common Stock	370,792
Series A-1 Preferred Stock	(1)	11/21/2011	C	20,240	(1)	(1)	Common Stock	6,979
Series A-2 Preferred Stock	(1)	11/21/2011	C	20,240	(1)	(1)	Common Stock	6,979
Series B Preferred Stock	(1)	11/21/2011	C	43,809	(1)	(1)	Common Stock	15,100
Convertible Promissory Note	(2)	11/21/2011	C	\$ 80,229	(2)	(2)	Common Stock	6,324

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542			X	

Signatures

/s/Kathleen K. Schoemaker, Attorney-in-Fact	11/21/2011
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) All outstanding shares of the Issuer's preferred stock were automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- (2) The Convertible Promissory Note, plus interest accrued thereon through the closing of the IPO, automatically converted into Common Stock upon the closing of the IPO, based on the IPO price of \$13.00 per share.
- (3) The Reporting Person also indirectly beneficially owns 32,758 shares of Common Stock held by Domain Associates, LLC. The Reporting Person is a Managing Member of One Palmer Square Associates VII, LLC, which is the sole general partner of Domain Partners VII, L.P. and DP VII Associates, L.P. and Domain Associates, LLC. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.