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

			or Se	ction 30(h) o	f the Investment Company Act of 1	1940				
1. Name and Add <u>NEW ENTI</u> <u>10 L P</u>	Person [*] SSOCIATES	2. Date of Event Requiring Statement (Month/Day/Year) 01/09/2014		3. Issuer Name and Ticker or Tra GLYCOMIMETICS II		:]				
(Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600					4. Relationship of Reporting Pers (Check all applicable) Director X Officer (give title below)		r (M cify 6.	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 		
(Street) TIMONIUM MD 21093							Form filed by One Reporting Person X Form filed by More than One Reporting 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)		t (D) (Ins	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					586,975	D ⁽¹⁾				
		(e	- Table II .g., puts, ca	Derivativ alls, warra	ve Securities Beneficially ants, options, convertible	Owned e securities	5)			
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 (Instr. 4)		4. Conversio or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Series A-1 Preferred Stock			(2)	(2)	Common Stock	3,407,283	(2)	D ⁽¹⁾		
Warrant to Purchase Common Stock (right to buy)			12/09/2005	12/09/2015	Common Stock	9,4 45 ⁽³⁾	0.33(3)	D ⁽¹⁾		
Warrant to Purchase Common Stock (right to buy)			07/03/2008	07/03/2018	Common Stock	216,046 ⁽³⁾	0.33 ⁽³⁾	D ⁽¹⁾		
Warrant to Purchase Common Stock (right to buy)			01/16/2009	01/16/2019	Common Stock	298,406 ⁽³⁾	0.33 ⁽³⁾	D ⁽¹⁾		
1. Name and Add <u>NEW ENTI</u>		Person [*] SSOCIATES 1	<u>0 L P</u>							
(Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600										
(Street) TIMONIUM MD 21093				-						
(City)	City) (State) (Zip)			_						
1. Name and Add <u>NEA PART</u>										
(Last)(First)(Middle)1954 GREENSPRING DRIVESUITE 600										
(Street) TIMONIUM MD 21093			3							
(City) (State) (Zip)										

1. The shares are directly held by New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners 10 and its individual general partners together, the "Indirect Reporting Persons"). The individual general partners of NEA Partners 10 are Peter J. Barris, M. James Barrett and Scott D. Sandell. Each Indirect Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which such Indirect Reporting Person has no pecuniary interest.

2. Each share of Series A-1 Preferred Stock is convertible, at any time, at the holder's election, into the Issuer's common stock on a 1-for-3.302 basis. In addition, effective immediately prior to the closing of the Issuer's initial public offering of its common stock, each share of Series A-1 Preferred Stock will automatically convert into 1/3.302 shares of the Issuer's common stock. The Series A-1 Preferred Stock has no expiration date.

3. The number of underlying shares of common stock and the exercise price reported reflect a 1-for-3.302 reverse stock split of the Issuer's common stock effected on October 25, 2013

/s/ Louis Citron, attorney-in-	01/09/2014		
<u>fact</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.