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 [*] Longitude Capital Partners, LLC	2. Date of Event Requiring Statement (Month/Day/Year) 05/06/2015		3. Issuer Name and Ticker or Trading Symbol <u>COLLEGIUM PHARMACEUTICAL, INC</u> [COLL]					
(Last) (First) (Middle) 800 EL CAMINO REAL SUITE 220			4. Relationship of Reporting Po (Check all applicable) Director Officer (give title	erson(s) to Issuer X 10% Owne Other (sper	r (Mon	th/Day/Year)	ate of Original Filed	
(Street) MENLO PARK CA 94024			below)	below)		cable Line) Form filed b	/Group Filing (Check y One Reporting Person y More than One erson	
(City) (State) (Zip)	-							
Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2. Amount of Securities 3. Ownership 4. Nature of Indirect Beneficial Ownership							Beneficial Ownershin	
			Beneficially Owned (Instr. 4)	Form: Direct or Indirect ((Instr. 5)	t (D) (Instr.			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerce Expiration Date (Month/Day/	ate Underlying Derivative Security			4. Conversion or Exercise		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)	(11511-5)	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,860,570 ⁽¹⁾	0.00(1)	I ⁽²⁾	By Longitude Venture Partners, L.P. ⁽²⁾	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	37 , 290 ⁽¹⁾	0.00(1)	I ⁽²⁾	By Longitude Capital Associates, L.P. ⁽²⁾	
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	458,102 ⁽¹⁾	0.00(1)	I ⁽²⁾	By Longitude Venture Partners, L.P. ⁽²⁾	
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	9,182(1)	0.00 ⁽¹⁾	I ⁽²⁾	By Longitude Capital Associates, L.P. ⁽²⁾	
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	731,214 ⁽¹⁾	0.00(1)	I ⁽²⁾	By Longitude Venture Partners, L.P. ⁽²⁾	
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	14,656(1)	0.00(1)	I ⁽²⁾	By Longitude Capital Associates, L.P. ⁽²⁾	
1. Name and Address of Reporting Person [*] Longitude Capital Partners, LLC								
(Last) (First) (Mid 800 EL CAMINO REAL SUITE 220	dle)							
(Street) MENLO PARK CA 940	24							
(City) (State) (Zip)								
1. Name and Address of Reporting Person* <u>Longitude Capital Associates, L.P.</u>		_						
(Last) (First) (Mid 800 EL CAMINO REAL SUITE 220	dle)							

(Street)		0.402.4				
MENLO PARK	CA	94024				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] Longitude Venture Partners L.P.						
(Last) 800 EL CAMINO	(First) REAL SUITE 220	(Middle)				
(Street) MENLO PARK	СА	94024				
(City)	(State)	(Zip)				
1. Name and Address (Tammenoms B						
(Last) 800 EL CAMINO	(First) REAL SUITE 220	(Middle)				
(Street) MENLO PARK	СА	94024				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] ENRIGHT PATRICK G						
(Last) 800 EL CAMINO	(First) REAL SUITE 220	(Middle)				
(Street) MENLO PARK	СА	94024				
(City)	(State)	(Zip)				

Explanation of Responses:

1. All series of Convertible Preferred Stock will automatically convert into Collegium Pharmaceutical, Inc. common stock on a 1-for-6.9 basis immediately prior to the closing of the initial public offering and have no expiration date.

2. This report is filed jointly by Longitude Capital Partners, LLC ("LCP"), Longitude Venture Partners, L.P. ("LVP"), Longitude Capital Associates, L.P. ("LCA"), Patrick G. Enright ("Enright") and Juliet Tammenoms Bakker ("Bakker"), all of whom share beneficial ownership of more than 10% of the capital stock of the Issuer. LCP, as general partner of each of LVP and LCA, has the power to vote and dispose of securities held by each of them and may be deemed to have beneficial ownership of the shares owned by LVP and LCA. Enright and Bakker are each managing members of LCP and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons. Each of LCP, Enright and Bakker disclaims beneficial ownership of the securities of the Issuer held by LVP and LCA except to the extent of their respective pecuniary interest therein.

Remarks:

/s/ Longitude Capital Partners, LLC by Patrick G. Enright Managing Member	<u>05/08/2015</u>
<u>/s/ Longitude Capital</u> <u>Associates, L.P. by Longitude</u> <u>Capital Partners, LLC, General</u> <u>Partner, by Patrick G. Enright,</u> <u>Managing Member</u>	<u>05/08/2015</u>
<u>/s/ Longitude Venture Partners,</u> L.P. by Longitude Capital Partners, LLC, General Partner, by Patrick G. Enright, Managing Member	<u>05/08/2015</u>
/s/ Juliet Tammenoms Bakker, Managing Member	<u>05/08/2015</u>
/s/ Patrick G. Enright, Managing Member	<u>05/08/2015</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.