SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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 <sup>*</sup> Hirsch David	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) C/O LONGITUDE CAPITAL PARTNERS, LLC				X 10% Owne	r (Mon	Amendment, Da th/Day/Year)	te of Original Filed
800 EL CAMINO REAL, STE. 220			Officer (give title below)	Other (spec below)	Appli	cable Line)	/Group Filing (Check
(Street) MENLO CA 94024 PARK							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 Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ( (Instr. 5)	t (D)   (Instr.		Beneficial Ownership	
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
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. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	1,860,570 <sup>(1)</sup>	(1)	I	By: Longitude Venture Partners, L.P. <sup>(2)</sup>
Series B Convertible Preferred Stock	(1)	(1)	Common Stock	37,290 <sup>(1)</sup>	(1)	I	By: Longitude Capital Associates, L.P. <sup>(2)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	458,102 <sup>(1)</sup>	(1)	I	By: Longitude Venture Partners, L.P. <sup>(2)</sup>
Series C Convertible Preferred Stock	(1)	(1)	Common Stock	9,182 <sup>(1)</sup>	(1)	I	By: Longitude Capital Associates, L.P. <sup>(2)</sup>
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	731,214 <sup>(1)</sup>	(1)	I	By: Longitude Venture Partners, L.P. <sup>(2)</sup>
Series D Convertible Preferred Stock	(1)	(1)	Common Stock	14,656 <sup>(1)</sup>	(1)	I	By: Longitude Capital Associates, L.P. <sup>(2)</sup>

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. The shares are held by Longitude Venture Partners, L.P. and Longitude Capital Associates, L.P. (collectively, the "Longitude Funds"). Longitude Capital Partners, LLC is the general partner of the Longitude Funds and may be deemed to have sole voting investment and dispositive power over the shares held by the Longitude Funds. Patrick G. Enright and Juliet Tammenoms Bakker are managing members of Longitude Capital Partners, LLC and in their capacity as such, may be deemed to exercise shared voting and investment power over the shares held by the reporting persons. David Hirsch is a member of Longitude Capital Partners, LLC. Dr. Hirsch disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**Remarks:** 

/s/ Paul Brannelly as Attorney-05/06/2015

In-Fact For David Hirsch

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Paul Brannelly and Michael T. Heffernan, with full power to act singly, as the undersigned's true and lawful attorney-in-fact with full power of substitution to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or beneficial owner of Collegium Pharmaceutical Inc. (the "Company"), Form ID Application,
 Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID Application, Forms 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the 23rd day of April, 2015.

/s/David Hirsch, M.D., Ph.D. Name: David Hirsch, M.D., Ph.D.

Title: Director