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

Expiration Date (monthbay/Year)     Underlying Derivative Security (its.: 4)     Conversion or Number Series B     Beneficial Owner (mst.: 5)       Series B Preferred Stock     (i)     (i)     Common Stock     395,845     (i)     1     See footnote <sup>(2)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital Management LP (ast)     (ii)     (iii)     Common Stock     395,845     (iii)     1     See footnote <sup>(2)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital Master Fund LP (ast)     (iii)     (iii)     iii)     See footnote <sup>(2)</sup> (Street) BALTIMORE MD     21202     (iii)     (iii)     iii)     See footnote <sup>(2)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital Master Fund LP (ast)     (iiii)     (iiii)     iiii)     iiii)       (Iawa)     (iiiii)     (iiii)     (iiii)     (iiii)     iiii)     iiiiiii)       (Chy)     (State)     (Zip)     (iiii)     (iiii)     iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii		or Sec	tion 30(h) c	of the Investment Company Act of 1	1940			
	Rock Springs Capital Management	Requiring State (Month/Day/Yea	ment			x ]		
0.433         (First)         (Multip)           600 SOUTH LXELER ST. SUITE 1070         (Summa)         (Summa					son(s) to Issue	r 5.		ate of Original Filed
660 SOUTH LACEER ST. SUTE 1079         Image: second processing procesting procesting processing processing processing procesting pro	(Last) (First) (Middle)				10% Owne	1.	ionth/Day/Year)	
BALTINGRE MD         21202         Porm lists by One Recording Present           1. Tills of Security (Inst. 4)         Table 1 - Non-Derivative Securities Beneficially Owned (Inst. 4)         3. Ownership (Inst. 5)         4. Adapte of Inst. 5 (Inst. 5)         6. Adapte of Inst. 5 (Inst. 5)         1. Tills of Security (Inst. 4)         3. Ownership (Inst. 5)         6. Adapte of Inst. 5 (Inst. 5)         1. Tills of Security (Inst. 4)         3. Ownership (Inst. 5)         6. Adapte of Inst. 5 (Inst. 5)         6. Inst. 5 (Inst. 5) <t< td=""><td>650 SOUTH EXETER ST. SUITE 1070</td><td></td><td></td><td>Officer (give title</td><td>Other (spe</td><td>cify 6.</td><td></td><td>t/Group Filing (Check</td></t<>	650 SOUTH EXETER ST. SUITE 1070			Officer (give title	Other (spe	cify 6.		t/Group Filing (Check
Table 1 - Non-Derivative Securities Beneficially Owned         1. Title of Security (Instr. 4)       2. Amenur of Securities Beneficially Owned (Instr. 4)       2. Ownership or indirect (1) or indirect (2)       4. Nature of indirect Beneficial Owner (10, Derivative Securities)         1. Title of Derivative Security (Instr. 4)       2. Ownership Ownership Owned (Instr. 4)       2. The and Amount of Securities Conversion Security (Instr. 4)       4. Nature of indirect Beneficial Owner (10, Derivative Security (Instr. 4)       5. Wownership Ownership Ownership Ownership Ownership Ownership Ownership Ownership Ownership Ownership Ownership Ow				Delow)	Delow)	At	Form filed to Form filed to	y More than One
1. Title of Security (instr. 4)       2. Amount of Securities Beneficially Owned (reg. public, calls, warrants, options, convertible securities)       that are of indirect Beneficial Owner (reg. public, calls, warrants, options, convertible securities)         1. Title of Derivative Security (instr. 4)       2. Date Exercisable (both Duby)/Veer)       3. Title and Anount of Securities)       4. Anover of indirect Beneficial Owner (reg. public, calls, warrants, options, convertible securities)         1. Title of Derivative Security (instr. 4)       2. Date Exercisable (both Duby)/Veer)       3. Title and Anount of Securities)       4. Anover of indirect Beneficial Owner (reg. public, calls, warrants, options, convertible securities)         2. Title of Derivative Security (instr. 4)       2. Date Exercisable (both Duby)/Veer)       3. Title and Anount of Securities)       4. Anover of indirect Beneficial Owner (reg. public)         2. Atter and Address of Reporting Person' Rock Springs Capital Management LP (cast)       0. O Common Stock 395.845       0.0       1       Sec footnote <sup>(1)</sup> 8. Coll Springs Capital Management LP (cast)       (fried)       (fried)       (fried)       (fried)       0.       1       Sec footnote <sup>(1)</sup> 8. Coll Springs Capital Management LP (cast)       (fried)	(City) (State) (Zip)							
Beeneficially Owned (inst. 4)     Orm: Direct (i) (inst. 5)     (Inst. 5)       Table II - Derivative Securities Eeneficially Owned (e.g., puts, calls, warrants, options, convertible securities)     5.       1. Title of Derivative Security (inst. 4)     2. Data Exercisable Control Data     1. Title admonth of Security (inst. 6)     5.       2. Table of Derivative Security (inst. 4)     2. Data Exercisable Control Data     1. Title admonth of Security (inst. 6)     5.     5.       2. Name and Address of Reporting Person Rock Springs Capital Management LP (ad)     0     Common Stock     355.845     0     1     Sec footnote <sup>(7)</sup> 4. Name and Address of Reporting Person Rock Springs Capital Management LP (ad)     (inst. 6)     0     Common Stock     355.845     0     1     Sec footnote <sup>(7)</sup> 1. Name and Address of Reporting Person Rock Springs Capital Management LP (ad)     (inst. 6)     0     Common Stock     355.845     0     1     Sec footnote <sup>(7)</sup> 1. Name and Address of Reporting Person Rock Springs Capital Master Pand LP (ad)     (inst. 6)     0     I     Sec footnote <sup>(7)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital Master Pand LP (ad)     (inst. 6)     I     Sec footnote <sup>(7)</sup> (City)     (Stote)     (inst. 6)     (inst. 6)     I     Sec footnote <sup>(7)</sup> (City)     (Stote)     (inst. 6)     I     Sec footnota		Table I - No	n-Deriva	ative Securities Beneficia	lly Owned			
1. Title of Derivative Security (Instr. 4)       2. Date Exercicable and finderbying Derivative Security (Instr. 4)       3. Title and Amount of Security (Instr. 4)       4. Once the finderbying Derivative Security (Instr. 4)       6. Once the finderbying Derivative Security (Instr. 4)       <	1. Title of Security (Instr. 4)				Form: Direct	ct (D)   (Ins		t Beneficial Ownership
Expiration Date (winthbay/Year)         Underlying Derivative Security (nst. 4) or Marches Series B Preferred Stock         Conversion (nst. 5)         Beneficial Owner (nst. 5)           Series B Preferred Stock         0         0         Common Stock         35.845         0         1         Sec footnote <sup>(2)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital Management LP (ast) (First) (Middle)         0         Common Stock         35.845         0         1         Sec footnote <sup>(2)</sup> (Stree) BALTIMORE MD 21202 (Giv) (State) (2ip)         (State)         (Cip)         State         Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital Master Fund LP ((ast) (First) (Middle) CO INTERTRUST CORPORATE SERVICES (CGAYMAN) LIMITED 190 ELGIN AVENUE         Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> (istee) BALTIMORE MD 21202 (Caty (First) (Middle) CO INTERTRUST CORPORATE SERVICES (CCAYMAN) LIMITED 190 ELGIN AVENUE         Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> (istee) CEORGE TOWN, GRAND P         KY1=905         Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> 1. Name and Address of Reporting Person <sup>1</sup> Rock Springs Capital LLC ((ast) (First) (Middle) (Give)         Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> (Istee)         (Sitee)         (Zip)         Sec footnote <sup>(2)</sup> Sec footnote <sup>(2)</sup> <tr< td=""><td>(</td><td></td><td></td><td></td><td></td><td>s)</td><td></td><td></td></tr<>	(					s)		
Date Date Dete ServicionExpiration ruteImage Servicion of matrice sharesServicative sharesOr Indirect of sharesSecies B Preferred Stock()()Common Stock395,845()1Se footnote()1. Name and Address of Reporting Person' Rock Springs Capital Management LP (ust) (First) (Mide) 650 SOUTH EXETER ST. SUITE 10701Se footnote()(Street) BALTIMORE MD 21202 (Chy) (State) (State) (Cipy) (Cipy) (State)21202 (Chy)1. Name and Address of Reporting Person' Rock Springs Capital Master Fund LP (ust) (Greet)(Mide) (Cipy) (State) (Cipy) (State)(Mide) (Zip)1. Name and Address of Reporting Person' (Chy) (State) (Cipy) (State) (Zip)(Mide) (Zip)1. Name and Address of Reporting Person' (Rock Springs Capital Master Fund LP (List) (First) (Midde) (Zip)(Street) (State) (Cipy) (State) (State) (Zip)(Zip)1. Name and Address of Reporting Person' (Rock Springs Capital LLC) (List) (First) (Midde) (Size)(Zip)1. Name and Address of Reporting Person' (Rock Springs Capital LLC) (List) (First) (Midde) (Size)(Midde) (Zip)(Street) (Storet)(Midde) (Size)(Street) (Storet)(Midde) (Size)(Street) (Storet)(Midde) (Size)(Street) (Storet)(Midde) (Size)(Street) (Storet)(Midde) (Size)(Street) (Storet)(Midde) (Siz	1. Title of Derivative Security (Instr. 4)	Expiration D	ate			Conversion or Exercise	on Ownership se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
1. Name and Address of Reporting Person'         Rock Springs Capital Management LP         (Last)       (First)         (Middle)         650 SOUTH EXETER ST. SUITE 1070         (Street)         BALTIMORE       MD         21202         (City)       (State)         (Last)       (First)         (Middle)         (Street)         BALTIMORE       MD         21202         (City)       (State)         (Last)       (First)         (Middle)         CO INTERTRUST CORPORATE SERVICES         (CAYMAN)       LIMITED 190 ELGIN AVENUE         (Street)       (Street)         (City)       (State)         (Last)       (First)         (Middle)       (State)         (City)       (State)         (City)       (State)         (Last)       (First)         (Last)       (First)         (Middle)					or Number of	Derivative	or Indirect	
Rock Springs Capital Management LP         (Last)       (First)       (Middle)         650 SOUTH EXETER ST. SUITE 1070         (Streel)         BALTIMORE       MD       21202         (City)       (State)       (Zip)         1. Name and Address of Reporting Person'         Rock Springs Capital Master Fund LP         (Last)       (First)       (Middle)         CO INTERTRUST CORPORATE SERVICES       (CAYMAN) LIMITED 190 ELGIN AVENUE         (Street)       GEORGE TOWN,       GRAND         GRAND       E9       KY1-9005         CAYMAN       (Zip)       (Last)         1. Name and Address of Reporting Person'       Rock Springs Capital LLC         (Last)       (First)       (Middle)         GSD SOUTH EXETER ST. SUITE 1070       (Middle)         (Street)       (State)       (Zip)         (Last)       (First)       (Middle)         GSD SOUTH EXETER ST. SUITE 1070       (Middle)         (Street)       (Street)       (Middle)	Series B Preferred Stock	(1)	(1)	Common Stock	395,845	(1)	I	See footnote <sup>(2)</sup>
Rock Springs Capital LLC         (Last)       (First)       (Middle)         650 SOUTH EXETER ST. SUITE 1070         (Street)	650 SOUTH EXETER ST. SUITE 1070 (Street) BALTIMORE MD 2120 (City) (State) (Zip) 1. Name and Address of Reporting Person* Rock Springs Capital Master Fund LI (Last) (First) (Mide C/O INTERTRUST CORPORATE SERVICE (CAYMAN) LIMITED 190 ELGIN AVENUE (Street) GEORGE TOWN, GRAND E9 KY1 CAYMAN (City) (State) (Zip)	2 2 lle) S	-					
BALTIMORE MD 21202	Rock Springs Capital LLC         (Last)       (First)       (Mide         650 SOUTH EXETER ST. SUITE 1070       (Street)       (Street)		-					

(City) (State)	(Zip)	
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## **Explanation of Responses:**

1. The preferred stock is convertible into the Issuer's common stock on a one-for-one basis at the holder's election and has no expiration date. The preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.

2. The securities reported herein are held of record by Rock Springs Capital Master Fund LP ("Master Fund"). Rock Springs Capital LLC ("RSC") is the general partner of Rock Springs Capital Management LP ("RSCM") which is the investment manager to Master Fund. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the Series B Preferred Stock held directly by Master Fund.

## **Remarks:**

Rock Springs Capital Master Fund LP, By: Rock Springs Capital Management LP, By: 03/27/2018 /s/Graham McPhail, Managing Member Rock Springs Capital LLC, By: /s/Graham McPhail, Managing 03/27/2018 Member Rock Springs Capital Management LP, Rock Springs 03/27/2018 Capital LLC, By: /s/Graham McPhail, Managing Member \*\* 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.