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* <u>New Enterprise Associates 14, L.P.</u>			2. Date of Event Requiring Statement (Month/Day/Year) 11/06/2019		3. Issuer Name and Ticker or Trading Symbol Galera Therapeutics, Inc. [GRTX]				
(Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below) below)		r (Mor cify 6. In	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Areliable in Particulation) 	
(Street) TIMONIUM MD 21093					Form fil			Form filed by	d by One Reporting Person d by More than One g Person
(City) (Stat	e) (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)	3. Ownersh Form: Direct or Indirect ((Instr. 5)	t (D) (Instr.		Beneficial Ownership
		(e			e Securities Beneficially ants, options, convertible		5)		
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form:	rm: (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 Preferred S	Stock		(1)	(1)	Common Stock	1,774,922	(1)	D ⁽²⁾	
Series B Preferred S	Series B Preferred Stock			(1)	Common Stock	1,898,524	(1)	D ⁽²⁾	
Series C Preferred S	stock		(1)	(1)	Common Stock	267,935	(1)	D ⁽²⁾	
New Enterprise Associates 14, L.P. (Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600 (Suite 600) (Street) TIMONIUM MD 21093 (City) (State) (Zip) 1. Name and Address of Reporting Person* Sonsini Peter W.				_					
(Last) (First) (Middle) 2855 SAND HILL ROAD (Street) MENLO PARK CA 94025				_					
(City)			-						
1. Name and Address of Reporting Person* MOTT DAVID M									
(Last) (First) (Middle) 1954 GREENSPRING DRIVE SUITE 600									
(Street)									

TIMONIUM	MD	21093					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] KERINS PATRICK J							
(Last) 1954 GREENSPRII SUITE 600	(First) NG DRIVE	(Middle)					
(Street) TIMONIUM	MD	21093					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] <u>NEA Partners 14, L.P.</u>							
(Last) 1954 GREENSPRII SUITE 600	(First) NG DRIVE	(Middle)					
(Street) TIMONIUM	MD	21093					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] <u>NEA 14 GP, LTD</u>							
(Last) 1954 GREENSPRII SUITE 600	(First) NG DRIVE	(Middle)					
(Street) TIMONIUM	MD	21093					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] BARRIS PETER J							
(Last) 1954 GREENSPRII SUITE 600	(First) NG DRIVE	(Middle)					
(Street) TIMONIUM	MD	21093					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] BASKETT FOREST							
(Last) 1954 GREENSPRII SUITE 600	(First) NG DRIVE	(Middle)					
(Street) TIMONIUM	MD	21093					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* Florence Anthony A. Jr.							
(Last) 5425 WISCONSIN	(First) AVENUE	(Middle)					

SUITE 800							
(Street) CHEVY CHASE	MD	20815					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] SANDELL SCOTT D							
(Last) 1954 GREENSPRI SUITE 600	1954 GREENSPRING DRIVE						
(Street) TIMONIUM	MD	21093					
(City)	(State)	(Zip)					

Explanation of Responses:

1. Each share of the Issuer's preferred stock is convertible into shares of the Issuer's common stock on a 0.197763-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 are directly held by New Enterprise Associates 14, L.P., ("NEA 14") and are indirectly held by NEA Partners 14, L.P. ("NEA Partners 14"), the sole general partner of NEA 14, NEA 14 GP, LTD ("NEA 14 LTD"), the sole general partner of NEA Partners 14 and each of the individual directors of NEA 14 LTD (NEA Partners 14, NEA 14 LTD and the individual directors of NEA 14 LTD (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors of NEA 14 LTD are Peter J. Barris, Forest Baskett, Anthony A. Florence, Jr., Patrick J. Kerins, David M. Mott, Scott D. Sandell and Peter W. Sonsini. The Indirect Reporting Persons disclaim 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 14 securities in which the Indirect Reporting Persons have no pecuniary interest.

Remarks:

/s/ Sasha Keough, attorney-infact 1

11/06/2019

** 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.