

## 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* <u>CVF LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/10/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cerulean Pharma Inc. [ CERU ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Last) _____ (First) _____ (Middle) _____			
(Street) _____			
(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. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

## 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 Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series D Convertible Preferred Stock</u>	(1)	(1)	<u>Common Stock</u>	<u>830,480</u> <sup>(1)(2)</sup>	(1)(2)	<u>D</u> <sup>(3)</sup>	
<u>7% Convertible Promissory Notes</u>	(4)	(4)	<u>Common Stock</u>	<u>448,544</u> <sup>(5)</sup>	(5)	<u>D</u> <sup>(3)</sup>	
<u>7% Convertible Promissory Notes</u>	(6)	(6)	<u>Common Stock</u>	<u>152,764</u> <sup>(7)</sup>	(7)	<u>D</u> <sup>(3)</sup>	

## Explanation of Responses:

- Shares of Series D Convertible Preferred Stock are convertible into Common Stock on a 0.0689-for-1 basis into the number of shares of Common Stock shown in column 3 at any time at the holder's election and automatically upon the closing of the Company's initial public offering. The shares have no expiration date.
- Reflects a 1-for-14.5074 reverse stock split effected on March 31, 2014.
- Richard H. Robb, manager of CVF, LLC, exercises voting and investment power with respect to shares held by CVF, LLC. Mr. Robb disclaims beneficial ownership of all shares held by CVF, LLC, except to the extent of his pecuniary interest therein.
- The outstanding principal and accrued interest under the 7% Convertible Promissory Notes issued on August 15, 2013 are convertible after August 15, 2014, at the holder's election. The Notes have no expiration date. The outstanding principal and accrued interest under the Notes will convert into shares of Common Stock automatically upon consummation of the Company's initial public offering.
- The number of shares of common stock is based upon a conversion of all principal and accrued interest on the Notes through April 15, 2014, at a conversion price of \$7.00 per share of Common Stock, which is the initial public offering price.
- The outstanding principal and accrued interest under the 7% Convertible Promissory Notes issued on February 14, 2014 are convertible at any time after February 26, 2015, at the holder's election. The Notes have no expiration date. The outstanding principal and accrued interest under the Notes will convert into shares of Common Stock automatically upon consummation of the Company's initial public offering.
- The number of shares of Common Stock is based upon a conversion of all principal and accrued interest on the Notes through April 15, 2014, at a conversion price equal to \$5.43 per share of Common Stock, which is 77.5% of the initial public offering price of \$7.00 per share.

/s/ Richard H. Robb04/10/2014

\*\* 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.