

### 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

<b>1. Name and Address of Reporting Person*</b> <u>Rock Springs Capital Management LP</u>  (Last) (First) (Middle) 650 S. EXETER ST. SUITE 1070  (Street) BALTIMORE MD 21202  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 04/10/2014	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Cerulean Pharma Inc. [ CERU ]</u>		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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#### 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)
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#### 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			
7% Convertible Promissory Notes	(1)	(1)	Common Stock	464,365 <sup>(2)</sup>	(2)	D	

**Explanation of Responses:**

1. The outstanding principal and accrued interest under the 7% Convertible Promissory Notes issued on March 6, 2014 is 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 at 77.5% of the initial public offering price.

2. 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.

**Remarks:**

/s/ Jeffrey Anecchino,  
Authorized Signatory

04/10/2014

\*\* 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.