SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Addres	1 0	son*	2. Issuer Name and Ticker or Trading Symbol <u>EXAGEN INC.</u> [XGN]		tionship of Reporting all applicable) Director	Perso X	on(s) to Issuer 10% Owner
(Last) 11770 US HIGH	(First) IWAY ONE, SU	(Middle) ITE 503	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2020		Officer (give title below)		Other (specify below)
(Street) PALM BEACH GARDENS (City)	FL (State)	33408 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by More Person	Repor	ting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock	08/14/2020		S		11,507	D	\$16.9507	1,602,357	Ι	See footnote. ⁽¹⁾	
Common Stock	08/14/2020		S		1,398	D	\$16.9507	38,745	D		
Common Stock	08/18/2020		S		2,082	D	\$14.5154	1,600,275	D		
Common Stock								1,431	Ι	By Spouse	
Common Stock								4,537	Ι	By Trust	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The shares reported on this form are held of record by Tullis-Dickerson Capital Focus III, L.P. ("Tullis"), Tullis Growth Fund, L.P. ("Tullis Growth") and Tullis Growth Fund II, L.P. ("Tullis Growth II"). Tullis-Dickerson Partners III, LLC ("Tullis Partners") is the general partner of Tullis and may be deemed to beneficially own the securities held by Tullis. Tullis Growth Partners, LLC and Tullis Growth Partners II, LLC are the general partners of Tullis Growth II, respectively, and may be deemed to beneficially own the securities held by Tullis. Growth and Tullis Growth II. James L.L. Tullis is a Principal of each of the foregoing entities and may be deemed to possess voting and investment control over, and may be deemed to have an indirect beneficial ownership with respect to, the shares held by Tullis, Tullis Growth II.

Remarks:

/s/ James L.L. Tullis

08/18/2020

** 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 4 (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.