

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Atlas Venture Fund VII L P</u> _____ (Last) (First) (Middle) <u>25 FIRST STREET, SUITE 303</u> _____ (Street) <u>CAMBRIDGE MA 02141</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>ZAFGEN, INC. [ ZFGN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/24/2014</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting 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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/24/2014		C		759,236	A	(1)	759,236	D <sup>(5)</sup>	
Common Stock	06/24/2014		C		2,810,709	A	(2)	3,569,945	D <sup>(5)</sup>	
Common Stock	06/24/2014		C		1,315,859	A	(3)	4,885,804	D <sup>(5)</sup>	
Common Stock	06/24/2014		C		746,926	A	(4)	5,632,730	D <sup>(5)</sup>	

**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	3. Transaction Date (Month/Day/Year)	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				
Series A Preferred Stock	(1)	06/24/2014		C		4,768,001		(1)	(1)	Common Stock	759,236	(1)	0	D <sup>(5)</sup>	
Series B Preferred Stock	(2)	06/24/2014		C		17,651,253		(2)	(2)	Common Stock	2,810,709	(2)	0	D <sup>(5)</sup>	
Series C Preferred Stock	(3)	06/24/2014		C		8,263,595		(3)	(3)	Common Stock	1,315,859	(3)	0	D <sup>(5)</sup>	
Series D Preferred Stock	(4)	06/24/2014		C		4,690,696		(4)	(4)	Common Stock	746,926	(4)	0	D <sup>(5)</sup>	

1. Name and Address of Reporting Person\*  
Atlas Venture Fund VII L P  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
25 FIRST STREET, SUITE 303  
 \_\_\_\_\_  
 (Street)  
CAMBRIDGE MA 02141  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Atlas Venture Associates VII, L.P.  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
25 FIRST STREET, SUITE 303  
 \_\_\_\_\_  
 (Street)  
CAMBRIDGE MA 02141  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Atlas Venture Associates VII, Inc.](#)

(Last) (First) (Middle)  
25 FIRST STREET, SUITE 303

(Street)  
CAMBRIDGE MA 02141

(City) (State) (Zip)

**Explanation of Responses:**

1. The Series A Preferred Stock automatically converted into Common Stock on a 6.28-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date.
2. The Series B Preferred Stock automatically converted into Common Stock on a 6.28-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date.
3. The Series C Preferred Stock automatically converted into Common Stock on a 6.28-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date.
4. The Series D Preferred Stock automatically converted into Common Stock on a 6.28-for-1 basis at the closing of the Issuer's initial public offering for no consideration, and had no expiration date.
5. The general partner of Atlas Venture Fund VII, L.P. is Atlas Venture Associates VII, L.P. ("AVA VII LP"). The general partner of AVA VII LP is Atlas Venture Associates VII, Inc. ("AVA VII Inc."). AVA VII LP and AVA VII Inc. disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

**Remarks:**

[/s/ Kristen Laguerre, Vice  
President of Atlas Venture  
Associates VII, Inc., general  
partner of Atlas Venture  
Associates VII, L.P., general  
partner of Atlas Venture Fund  
VII, L.P.](#) [06/26/2014](#)

[/s/ Kristen Laguerre, Vice  
President of Atlas Venture  
Associates VII, Inc., general  
partner of Atlas Venture  
Associates VII, L.P.](#) [06/26/2014](#)

[/s/ Kristen Laguerre, Vice  
President of Atlas Venture  
Associates VII, Inc.](#) [06/26/2014](#)

\*\* 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 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.**