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 Ad <u>Aspiri Ray</u>	dress of Reportin	2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2009		3. Issuer Name <b>and</b> Ticker or Trading Symbol OMEROS CORP [ OMER ]							
(Last) (First) (Middle) 1420 FIFTH AVENUE, SUITE 2600			10107/2000		4. Relationship of Reporting Pers (Check all applicable) X Director		on(s) to Issue 10% Owne	er (Me	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) SEATTLE WA 98101-2347					Officer (give title below)	Other (spe below)	App	. Individual or Joint/Group Filing (Check pplicable Line) X Form filed by One Reporting Pers Form filed by More than One Reporting Person			
(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. Ownersh Form: Direc or Indirect (Instr. 5)	ct (D)   (Inst	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						26,970	I		By Aspiri Enterprises LLC <sup>(1)</sup>		
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)		d 3. Title and Amount of Securi Underlying Derivative Securit			4. Conversion or Exercise	cise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	n Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Series A Preferred Stock			(2)	(2)		Common Stock	53,572	(3)	I	By Aspiri Enterprises LLC <sup>(1)</sup>	
Series B Preferred Stock			(2)	(2)		Common Stock	30,613	(4)	I	By Aspiri Enterprises LLC <sup>(1)</sup>	
Series C Preferred Stock			(2)	(2)		Common Stock	20,409	(5)	I	By Aspiri Enterprises LLC <sup>(1)</sup>	
Series D Preferred Stock			(2)	(2)		Common Stock	5,103	(6)	I	By Aspiri Enterprises LLC <sup>(1)</sup>	
Series E Preferred Stock			(2)	(2)		Common Stock	10,205	(7)	I	By Aspiri Enterprises LLC <sup>(1)</sup>	
Stock Option (right to buy)			(8)	12/12/201	6	Common Stock	15,306	0.98	D		

## Explanation of Responses:

1. The reporting person is the managing partner and a member of Aspiri Enterprises LLC, the owner of the securities.

2. These securities are preferred stock of Omeros Corporation and do not have an expiration date. These securities will automatically convert into shares of common stock upon the consummation of Omeros Corporation's initial public offering.

3. Each share of Series A Preferred Stock is convertible into one share of common stock.

4. Each share of Series B Preferred Stock is convertible into one share of common stock.

5. Each share of Series C Preferred Stock is convertible into one share of common stock.

6. Each share of Series D Preferred Stock is convertible into one share of common stock.

7. Each share of Series E Preferred Stock is convertible into one share of common stock.

8. The option became fully exercisable on December 12, 2006, the date of grant.

<u>/s/ Alex F. Sutter, attorney-in-</u> <u>fact on behalf of Ray Aspiri</u> \*\* Signature of Reporting Person

10/07/2009

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.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Omeros Corporation (the "Company"), hereby constitutes and appoints Alex F. Sutter, David R. Toll and Wilson Sonsini Goodrich & Rosati, P.C. the undersigned's true and lawful attorney-infact to:

- 1. complete and execute Forms ID, 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms ID, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of August, 2009.

Signature: /s/ Ray Aspiri Ray Aspiri