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

1. Name and Address of Reporting Person[*] SCULLEY JOHN	2. Issuer Name **and** Ticker or Trading Symbol Flex Pharma, Inc. [FLKS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) C/O FLEX PHARMA, INC. 800 BOYLSTON STREET	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2015	X Director 10% Owner Officer (give title below) Other (specify below)

(Street) BOSTON MA 02199 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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	02/03/2015		C		35,026	A	$0.00	35,026[1]	I	Held by John and Diane Sculley, Tenants in the Entirety
Common Stock	02/03/2015		C		19,376	A	$0.00	54,402[1]	I	Held by John and Diane Sculley, Tenants in the Entirety

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	$0.00	02/03/2015		C			150,000[1]	[2]	[3]	Common Stock	150,000	$0.00	0	I	Held by John and Diane Sculley, Tenants in the Entirety
Series B Preferred Stock	$0.00	02/03/2015		C			82,978[1]	[2]	[3]	Common Stock	82,978	$0.00	0	I	Held by John and Diane Sculley, Tenants in the Entirety

Explanation of Responses:

1. The shares automatically converted on a 4.2825-for-1 basis into shares of the Issuer's Common Stock upon the closing of a Qualified Public Offering (as defined in the Amended and Restated Certificate of Incorporation).
2. N/A.
3. The shares have no expiration date.

Remarks:

/s/ John McCabe, Attorney-in-Fact   02/04/2015

** 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.