SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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* Cable Thomas J.			2. Date of Event Requiring Statement (Month/Day/Year) 10/07/2009		3. Issuer Name and Ticker or Trading Symbol OMEROS CORP [OMER]				
(Last) (First) (Middle) 1420 FIFTH AVENUE, SUITE 2600		4. Relationship of Reporting Pers (Check all applicable) X Director			son(s) to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)		
							Officer (give title below)	6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					below)	below)	·	X Form filed b	y One Reporting Person
SEATTLE	WA	98101-2347						Form filed b Reporting P	y More than One Person
(City)	(State)	(Zip)							
			Table I - Nor	n-Derivat	ive Securities Beneficial	lly Owned			
1. Title of Security (Instr. 4)					. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock					19,316	D			
				(-			
		(€			e Securities Beneficially nts, options, convertible		s)		
1. Title of Deriv	vative Security (•		ls, warra cisable and ate		e securitie	4. Conversio or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
1. Title of Deriv	vative Security (•	2. Date Exerce Expiration D	ls, warra cisable and ate	nts, options, convertible 3. Title and Amount of Secur Underlying Derivative Securi	e securitie	4. Conversio	n Ownership	Beneficial Ownership
1. Title of Deriv Series A Prefe		•	e.g., puts, cal 2. Date Exerc Expiration D (Month/Day/N Date	IS, Warra	nts, options, convertible 3. Title and Amount of Secur Underlying Derivative Securi	e securitie ities ity (Instr. 4) Amount or Number of	4. Conversio or Exercis Price of Derivative	n Ownership Form: Direct (D) or Indirect	Beneficial Ownership
	erred Stock	•	e.g., puts, cal 2. Date Exercisable (Month/Day/) Date Exercisable	Is, warra	nts, options, convertible 3. Title and Amount of Secur Underlying Derivative Securi	e securitie ities ity (Instr. 4) Amount or Number of Shares	4. Conversio or Exercis Price of Derivative Security	n Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Series A Prefe	erred Stock	•	e.g., puts, cal 2. Date Exerc Expiration D. (Month/Day/) Date Exercisable (1)	Is, warra cisable and ate fear) Expiration Date	nts, options, convertible 3. Title and Amount of Secur Underlying Derivative Secur Title Common Stock	Amount or Number of Shares 12,756	4. Conversio or Exercis Price of Derivative Security	n Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Series A Prefe Series B Prefe	erred Stock erred Stock erred Stock	•	e.g., puts, cal 2. Date Exerc Expiration Di (Month/Day/N Date Exercisable (1) (1)	Is, warra cisable and ate rear) Expiration Date (1) (1)	nts, options, convertible 3. Title and Amount of Secure Underlying Derivative Secure Title Common Stock Common Stock	Amount or Number of Shares 12,756 14,578	4. Conversio or Exercis Price of Derivative Security (2) (3)	n Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D	Beneficial Ownership
Series A Prefe Series B Prefe Series C Prefe Series E Prefe	erred Stock erred Stock erred Stock	Instr. 4)	e.g., puts, cal 2. Date Exercisable Date Exercisable (1) (1) (1)	Is, warra cisable and ate fear) Expiration Date (1) (1) (1)	nts, options, convertible 3. Title and Amount of Secur Underlying Derivative Secur Title Common Stock Common Stock Common Stock Common Stock	e securitie ittes itty (Instr. 4) Amount or Number of Shares 12,756 14,578 19,253	4. Conversio or Exercis Price of Derivative Security (2) (3) (4)	n Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D	Beneficial Ownership

Explanation of Responses:

1. 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.

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

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

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

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

6. The option became fully exercisable on September 26, 2000, the date of grant.

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

<u>/s/ Alex F. Sutter, attorney-in-fact on behalf of Thomas J.</u> Cable

10/07/2009

** 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.

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/ Thomas J. Cable Thomas J. Cable