

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Flynn James E</u> <hr/> (Last) (First) (Middle) 780 THIRD AVENUE, 37TH FLOOR <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/16/2015	3. Issuer Name and Ticker or Trading Symbol <u>Nivalis Therapeutics, Inc. [NVLS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Possible Member of 10% Group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	82,211	I	Through Deerfield Private Design Fund, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	132,453	I	Through Deerfield Private Design International, L.P. ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	189,358	I	Through Deerfield Special Situations Fund, L.P. ⁽²⁾⁽³⁾⁽⁴⁾

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series 1 Convertible Preferred Stock	(1)	(1)	Common Stock	301,027	(1)	I	Through Deerfield Private Design Fund, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 1 Convertible Preferred Stock	(1)	(1)	Common Stock	484,945	(1)	I	Through Deerfield Private Design International, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 1 Convertible Preferred Stock	(1)	(1)	Common Stock	375,592	(1)	I	Through Deerfield Private Design Fund II, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 1 Convertible Preferred Stock	(1)	(1)	Common Stock	430,400	(1)	I	Through Deerfield Private Design International II, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 1 Convertible Preferred Stock	(1)	(1)	Common Stock	696,994	(1)	I	Through Deerfield Special Situations Fund, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	18,826	(1)	I	Through Deerfield Private Design Fund, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

**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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	29,755	(1)	I	Through Deerfield Private Design International, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	282,985	(1)	I	Through Deerfield Private Design Fund II, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	324,279	(1)	I	Through Deerfield Private Design International II, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Series 2 Convertible Preferred Stock	(1)	(1)	Common Stock	133,598	(1)	I	Through Deerfield Special Situations Fund, L.P. ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person*

Flynn James E

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Deerfield Mgmt L.P.

(Last) (First) (Middle)

780 THIRD AVENUE
37TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

DEERFIELD MANAGEMENT CO

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEERFIELD PRIVATE DESIGN FUND L P](#)

(Last) (First) (Middle)
780 3RD AVENUE
37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Private Design International, L.P.](#)

(Last) (First) (Middle)
780 THIRD AVENUE, 37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Private Design Fund II, L.P.](#)

(Last) (First) (Middle)
780 THIRD AVENUE, 37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Private Design International II, Ltd.](#)

(Last) (First) (Middle)
780 THIRD AVENUE, 37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Special Situations Fund, L.P.](#)

(Last) (First) (Middle)
780 3RD AVENUE
37TH FLOOR

(Street)
NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series 1 convertible preferred stock and Series 2 convertible preferred stock is convertible into shares of common stock on a 1-for-2.889 basis at the option of the reporting person or upon the occurrence of certain events. All outstanding shares of Series 1 convertible preferred stock and Series 2 convertible preferred stock are expected to convert into shares of common stock immediately prior to the amendment and restatement by Nivalis Therapeutics, Inc. of its certificate of incorporation, provided the amendment and restatement occurs prior to, and on the same day as, the closing of its initial public offering at an initial public offering price of no less than \$8.667 per share.

2. This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons").

3. Deerfield Mgmt, L.P. is the general partner of Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Private Design Fund II, L.P., Deerfield Private Design International II, L.P., and Deerfield Special Situations Fund, L.P. (collectively, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.

4. In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Avalanche Biotechnologies, Inc. filed with the Securities and Exchange Commission on July 30, 2014 by Deerfield Mgmt III, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Special Situations Fund, L.P., Deerfield Special Situations International Master Fund, L.P., Deerfield Private Design Fund III, L.P. and James E. Flynn.

/s/ Jonathan Isler

06/16/2015

** 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 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.

Joint Filer Information

Names: Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Private Design Fund II, L.P., Deerfield Private Design International II, L.P., Deerfield Special Situations Fund, L.P

Address: 780 Third Avenue, 37th Floor
New York, NY 10017

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Nivalis Therapeutics, Inc. [NVLS]

Date of Event Requiring Statement: June 16, 2015

The undersigned, Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund, L.P., Deerfield Private Design International, L.P., Deerfield Private Design Fund II, L.P., Deerfield Private Design International II, L.P., and Deerfield Special Situations Fund, L.P, are jointly filing the attached Initial Statement of Beneficial Ownership on Form 3 with James E. Flynn with respect to the beneficial ownership of securities of Nivalis Therapeutics, Inc.

Signatures:

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN INTERNATIONAL, L.P.

By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND II, L.P.

By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN INTERNATIONAL II, L.P.

By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact