

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>POWELL MICHAEL</u> (Last) (First) (Middle) <u>C/O MIRNA THERAPEUTICS, INC.</u> <u>2150 WOODWARD ST., SUITE 100</u> (Street) <u>AUSTIN TX 78744</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Mirna Therapeutics, Inc. [MIRN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/05/2015		C		1,244,269	A	(1)	1,244,269	I	See Footnote ⁽⁴⁾
Common Stock	10/05/2015		C		583,559	A	(1)	1,827,828	I	See Footnote ⁽⁴⁾
Common Stock	10/06/2015		j ⁽³⁾		289,841	A	\$0.00 ⁽³⁾	2,117,669	I	See Footnote ⁽²⁾
Common Stock	10/06/2015		P		857,142	A	\$7	2,974,811	I	See Footnote ⁽²⁾

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 C Preferred Stock	(1)	10/05/2015		C		1,244,269 ⁽⁵⁾		(1)	(4)	Common Stock	1,244,269 ⁽⁵⁾	(1)	0	I	See Footnote ⁽²⁾
Series D Preferred Stock	\$0.00	10/05/2015		C		583,559		(1)	(4)	Common Stock	583,559	(1)	0	I	See Footnote ⁽²⁾

Explanation of Responses:

- Each share of Series C and Series D Preferred Stock automatically converted on a one-to-one basis into Common Stock upon the consummation of the Issuer's initial public offering.
- The shares are held by Sofinnova Venture Partners VIII, L.P. ("SVP VIII"). Sofinnova Management VIII, L.L.C. ("SM VIII") is the general partner of SVP VIII. The individual Managers, or the Managing Members, of SM VIII are Michael Powell, James Healy, Srinivas Akkaraju and Anand Mehra. The Managers share voting and dispositive power with regard to the shares held directly by SVP VIII. Such persons and entities disclaim beneficial ownership over the shares owned by SVP VIII except to the extent of any pecuniary interest therein.
- The shares were issued for no additional consideration pursuant to an accruing paid-in-kind dividend on shares of Series C and Series D Preferred Stock of the Company.
- The expiration date is not relevant to the conversion of these securities.
- Due to a clerical error, the Reporting Person's Form 3 which previously reported the holding of these shares understated his total by one (1) share.

Remarks:

/s/ Jon Irvin, Attorney-in-Fact for Michael Powell 10/06/2015

** 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.