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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) Previous Names X None Entity Type

0001339469

Name of Issuer

CHIASMA INC

- X Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

- X Over Five Years Ago
- Within Last Five Years (Specify Year)
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

CHIASMA INC

Street Address 1

831 BEACON STREET

Street Address 2

SUITE 313

City

NEWTON CENTER

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02459

Phone Number of Issuer

914-234-2268

3. Related Persons

Last Name

Price

First Name

Fredric

Middle Name

D.

Street Address 1

831 Beacon Street

Street Address 2

Suite 313

City

Newton Center

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02459

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name

Geesaman

First Name

Bard

Middle Name

J.

Street Address 1

831 Beacon Street

Street Address 2

Suite 313

City

Newton Center

State/Province/Country

MASSACHUSETTS

ZIP/PostalCode

02459

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Mamluk | Roni | |
| Street Address 1 | Street Address 2 | |
| 831 Beacon Street | Suite 313 | |
| City | State/Province/Country | ZIP/PostalCode |
| Newton Center | MASSACHUSETTS | 02459 |
| Relationship: X Executive Officer Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Foley | Todd | T. |
| Street Address 1 | Street Address 2 | |
| 831 Beacon Street | Suite 313 | |
| City | State/Province/Country | ZIP/PostalCode |
| Newton Center | MASSACHUSETTS | 02459 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

| Last Name | First Name | Middle Name |
|--|------------------------|----------------|
| Minick | Scott | |
| Street Address 1 | Street Address 2 | |
| 831 Beacon Street | Suite 313 | |
| City | State/Province/Country | ZIP/PostalCode |
| Newton Center | MASSACHUSETTS | 02459 |
| Relationship: Executive Officer X Director Promoter | | |

Clarification of Response (if Necessary):

4. Industry Group

| | | |
|---|------------------------|---------------------------|
| Agriculture | Health Care | Retailing |
| Banking & Financial Services | X Biotechnology | Restaurants |
| Commercial Banking | Health Insurance | Technology |
| Insurance | Hospitals & Physicians | Computers |
| Investing | Pharmaceuticals | Telecommunications |
| Investment Banking | Other Health Care | Other Technology |
| Pooled Investment Fund | Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | Airlines & Airports |
| Yes No | Commercial | Lodging & Conventions |
| Other Banking & Financial Services | Construction | Tourism & Travel Services |
| Business Services | REITS & Finance | Other Travel |
| Energy | Residential | Other |
| Coal Mining | Other Real Estate | |
| Electric Utilities | | |
| Energy Conservation | | |
| Environmental Services | | |
| Oil & Gas | | |
| Other Energy | | |

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$23,350,000 USD or Indefinite

Total Amount Sold \$5,115,000 USD

Total Remaining to be Sold \$18,235,000 USD or Indefinite

Clarification of Response (if Necessary):

Total amount offered and sold does not reflect shares of equity issued in connection with the conversion of promissory notes for which a Form D was previously filed.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment

Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
|---------------|----------------------|-----------------------|-----------------------------|-------------|
| CHIASMA INC | /s/ Fredric D. Price | Fredric D. Price | Chairman, CEO and President | 2011-07-01 |

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
