

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* <u>Consonance Capital Management LP</u> (Last) (First) (Middle) 1370 AVENUE OF THE AMERICAS SUITE 3301 (Street) NEW YORK NY 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2016	3. Issuer Name and Ticker or Trading Symbol <u>Vericel Corp [VCEL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 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	2,352,940 ⁽¹⁾	I	See Footnote ⁽¹⁾

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				

1. Name and Address of Reporting Person*
Consonance Capital Management LP
 (Last) (First) (Middle)
 1370 AVENUE OF THE AMERICAS
 SUITE 3301
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Consonance Capman GP, LLC
 (Last) (First) (Middle)
 1370 AVENUE OF THE AMERICAS
 SUITE 3301
 (Street)
 NEW YORK NY 10019
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BLUTT MITCHELL J MD
 (Last) (First) (Middle)
 1370 AVENUE OF THE AMERICAS
 SUITE 3301
 (Street)

NEW YORK NY 10019

(City) (State) (Zip)

Explanation of Responses:

1. Consonance Capital Management LP ("Management") is the indirect beneficial owner of the shares of Common Stock, no par value, held by Consonance Capital Master Account, LP (the "Master Account"). Consonance Capman GP, LLC ("Capman") is the general partner of Management. Management receives an asset-based fee, but has no pecuniary interest. Mitchell Blutt is the manager and member of Capman and has a pecuniary interest in the shares held by the Master Account as the manager and member of the general partner of the Master Account and thereby is entitled to a portion of the profits allocation. Each of Mr. Blutt, Management and Capman disclaim their beneficial ownership except to the extent of their pecuniary interest.

Remarks:

The reporting persons became 10% beneficial owners of the common stock of Vericel Corporation (the "Issuer") as a result of a decreased outstanding share number publicly announced in the Issuer's Proxy Statement filed with the Securities and Exchange Commission on March 18, 2016.

CONSONANCE CAPITAL
MANAGEMENT, LP, By:
Consonance Capman GP, LLC,
its general partner, Name: /s/
Mitchell J. Blutt, M.D., Title:
Manager and Member
CONSONANCE CAPMAN
GP, LLC, Name: /s/ Mitchell J.
Blutt, M.D., Title: Manager
and Member
MITCHELL J. BLUTT, Name:
/s/ Mitchell J. Blutt, M.D.

03/28/2016

03/28/2016

03/28/2016

** 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.

Form 3 Joint Filer Information

Name: Consonance Capman GP LLC
Address: 1370 Avenue of the Americas
Suite 3301
New York, NY 10019
Date of Event Requiring Statement: 03/18/16
Name: Mitchell Blutt
Address: 1370 Avenue of the Americas
Suite 3301
New York, NY 10019
Date of Event Requiring Statement: 03/18/16