

Flexion Therapeutics Inc  
 Form 4  
 January 06, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Bodick Neil**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**Flexion Therapeutics Inc [FLXN]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**C/O FLEXION THERAPEUTICS, INC., 10 MALL ROAD, SUITE 301**  
  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/04/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Medical Officer**

**BURLINGTON, MA 01803**  
  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 18.2	01/04/2016	A	55,000					(1)	01/03/2026	Common Stock	55,000
Restricted Stock Unit Award	\$ 0	01/04/2016	A	20,550 (2)					(3)	07/01/2018	Common Stock	20,550

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bodick Neil C/O FLEXION THERAPEUTICS, INC. 10 MALL ROAD, SUITE 301 BURLINGTON, MA 01803			Chief Medical Officer	

## Signatures

/s/ Jonathan H. Mahlowitz,  
Attorney-in-Fact

01/06/2016

        \*\*Signature of Reporting Person

        Date

## Explanation of Responses:

\* 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).

- Twenty-five percent (25%) of the shares subject to the option shall vest one year after January 04, 2016; thereafter one-fourty-eighth
- (1) (1/48th) of the shares subject to the option shall vest each month following the one year anniversary of January 04, 2016, so that all of the shares subject to the option shall be vested four (4) years after January 04, 2016.
  - (2) Represents the maximum number of shares deliverable under the restricted stock unit award.
  - (3) The amount and vesting of the shares under the restricted stock unit award is based on the satisfaction of certain performance conditions that were established at the time of the Compensation Committee's approval of the restricted stock unit award on December 17, 2015. One-third (1/3) of the shares under the restricted stock unit award will vest on each of the date the Board or Compensation Committee certifies the achievement of the performance conditions and the first and second anniversaries of such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.