Conatus Pharmaceuticals Inc

Form 4

August 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HALE DAVID F

2. Issuer Name and Ticker or Trading Symbol

Issuer

Conatus Pharmaceuticals Inc [CNAT]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

07/30/2013

X_ Director Officer (give title

10% Owner Other (specify

C/O CONATUS

PHARMACEUTICALS INC., 4365 **EXECUTIVE DRIVE, SUITE 200**

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN DIEGO, CA 92121

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(4)		Reported			
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/30/2013		C(1)	19,679	A	<u>(1)</u>	140,890	I	See footnote (2)
Common Stock	07/30/2013		J <u>(3)</u>	261	A	\$ 11	141,151	I	See footnote (4)
Common Stock	07/30/2013		P	2,588	A	\$ 11	143,739	I	See footnote (5)

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of on 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 Amou Underlying Securi (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Series A Preferred Stock	<u>(1)</u>	07/30/2013		C <u>(1)</u>		162,356	<u>(1)</u>	<u>(1)</u>	Common Stock	19,
Stock Option (Right to Buy)	\$ 11	07/30/2013		A	50,000		<u>(7)</u>	07/29/2023	Common Stock	50,

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Funder / Funders	Director	10% Owner	Officer	Other		
HALE DAVID F C/O CONATUS PHARMACEUTICALS INC. 4365 EXECUTIVE DRIVE, SUITE 200 SAN DIEGO, CA 92121	X					

Signatures

/s/ Charles J. Cashion, Attorney-in-Fact for David F. 08/01/2013 Hale

> **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).
- The outstanding shares of Preferred Stock of the Issuer automatically converted into the shares of Common Stock of the Issuer at the (1) closing of the Issuer's initial public offering (the "IPO") at a conversion ratio of 1 share of Common Stock for every 8.25 shares of Preferred Stock, rounded down to the nearest whole number, for no additional consideration.
- Represents 128,769 shares held by Hale BioPharma Ventures, LLC and 12,121 shares held by Hale Trading Company, LP. Mr. Hale **(2)** holds sole voting and investment power with respect to the shares held by these entities.
- The common stock was acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the IPO.

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- (4) Represents 129,030 shares held by Hale BioPharma Ventures, LLC and 12,121 shares held by Hale Trading Company, LP. Mr. Hale holds sole voting and investment power with respect to the shares held by these entities.
- (5) Represents 131,618 shares held by Hale BioPharma Ventures, LLC and 12,121 shares held by Hale Trading Company, LP. Mr. Hale holds sole voting and investment power with respect to the shares held by these entities.
- (6) Held by Hale BioPharma Ventures, LLC of which Mr. Hale serves as CEO. Mr. Hale holds sole voting and investment power with respect to the securities held by that entity.
- The shares subject to this option become exercisable as they vest. One-third of the total number of shares subject to this option vests and becomes exercisable on each anniversary of the grant date, so that the entire number of shares subject to this option becomes fully vested and exercisable on the third anniversary of the grant 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.