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** 

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)					
1. Name and Address of Reporting Person ** LACASSE LOUIS P	2. Issuer Name <b>and</b> Ticker or Trading Symbol Conatus Pharmaceuticals Inc [CNAT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  C/O CONATUS PHARMACEUTICALS INC., 4365 EXECUTIVE DRIVE, SUITE 200	3. Date of Earliest Transaction (Month/Day/Year) 07/30/2013	_X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) SAN DIEGO, CA 92121	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			
5/11 DILGO, C/1 72121		Person			

(City)	(State) (	Tabl	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	07/30/2013		C(1)	673,400	A	<u>(1)</u>	673,400	I	See footnote (2)
Common Stock	07/30/2013		J <u>(3)</u>	12,537	A	\$ 11	685,937	I	See footnote (2)
Common Stock	07/30/2013		P	123,950	A	\$ 11	809,887	I	See footnote (2)

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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 (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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Securities Expiration Date cquired (A) or (Month/Day/Year) isposed of (D)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
	j			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A: Ni Sh
Series B Preferred Stock	<u>(1)</u>	07/30/2013		C <u>(1)</u>		5,555,556	<u>(1)</u>	<u>(1)</u>	Common Stock	6
Stock Option (Right to	\$ 11	07/30/2013		A	30,000		<u>(4)</u>	07/29/2023	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
LACASSE LOUIS P					
C/O CONATUS PHARMACEUTICALS INC.	X				
4365 EXECUTIVE DRIVE, SUITE 200	Λ				

## **Signatures**

SAN DIEGO, CA 92121

Buy)

/s/ Charles J. Cashion, Attorney-in-Fact for Louis Lacasse

Date

08/01/2013

\*\*Signature of Reporting Person

# 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 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.
- The shares are held by AgeChem Venture Fund L.P. The general partner of AgeChem Venture Fund, L.P. is AgeChem Financial Inc., for which Mr. Lacasse serves as President. Mr. Lacasse disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

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- (3) 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.
- 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.