

CONCERT PHARMACEUTICALS, INC.

Form 4

March 11, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McGowan Pauline

(Last) (First) (Middle)

C/O CONCERT  
PHARMACEUTICALS, INC., 99  
HAYDEN AVENUE, SUITE 500

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

CONCERT PHARMACEUTICALS,  
INC. [CNCE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Finance

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2015		M <sup>(1)</sup>	8,849 A	\$ 1.13	8,849	D
Common Stock	03/10/2015		S <sup>(2)</sup>	8,849 D	\$ 13.9 (3)	0	D
Common Stock	03/10/2015		M <sup>(1)</sup>	6,194 A	\$ 1.13	6,194	D
Common Stock	03/10/2015		S <sup>(2)</sup>	6,194 D	\$ 13.9	0	D

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Common Stock	03/10/2015	M <sup>(1)</sup>	7,079	A	<sup>(3)</sup> \$ 3.79	7,079	D
Common Stock	03/10/2015	S <sup>(2)</sup>	7,079	D	<sup>(3)</sup> \$ 13.9 0		D

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 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.13	03/10/2015		M <sup>(1)</sup>	8,849	<sup>(4)</sup> 06/04/2017	Common Stock	8,849
Employee Stock Option (right to buy)	\$ 1.13	03/10/2015		M <sup>(1)</sup>	6,194	<sup>(4)</sup> 12/11/2017	Common Stock	6,194
Employee Stock Option (right to buy)	\$ 3.79	03/10/2015		M <sup>(1)</sup>	7,079	<sup>(4)</sup> 12/03/2020	Common Stock	7,079

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director      10% Owner      Officer      Other

McGowan Pauline  
C/O CONCERT PHARMACEUTICALS, INC.  
99 HAYDEN AVENUE, SUITE 500  
LEXINGTON, MA 02421

VP,  
Finance

## Signatures

/s/ Pauline  
McGowan

03/11/2015

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).

(1) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$13.68 to \$14.29. The  
(3) reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(4) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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