Conatus Pharmaceuticals Inc.

Form 4 June 15, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Scopa James Paul

2. Issuer Name and Ticker or Trading

Symbol

Conatus Pharmaceuticals Inc.

[CNAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First) (Middle)

(Month/Day/Year) Execution Date, if

any

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2015

X_ Director Officer (give title

10% Owner Other (specify

C/O CONATUS PHARMACEUTICALS INC., 16745 WEST BERNARDO DRIVE, SUITE

200

Security

(Instr. 3)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

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 92127

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5)

Price

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

(A) or Code V Amount (D) Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to	\$ 5.52	06/11/2015		A	15,000	<u>(1)</u>	06/10/2025	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships				
corporate of the contract of t	Director	10% Owner	Officer	Other	
Scopa James Paul C/O CONATUS PHARMACEUTICALS INC. 16745 WEST BERNARDO DRIVE, SUITE 200 SAN DIEGO, CA 92127	X				

Signatures

/s/ Charles J. Cashion, Attorney-in-Fact for James Scopa

06/15/2015

**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).
- The shares subject to this option become exercisable as the shares vest. The entire number of shares subject to this option becomes fully (1) vested and exercisable on the first anniversary of the grant date, subject to the Reporting Person's continued service on the board of directors of the Issuer through such vesting 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.

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