TWOMEY CHRISTOPHER J

Form 4

November 02, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

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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. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * TWOMEY CHRISTOPHER J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

SENOMYX INC [SNMX] 3. Date of Earliest Transaction

(Check all applicable)

(First) 4767 NEXUS CENTER DRIVE

(Street)

(State)

(Month/Day/Year)

11/02/2018

X_ Director 10% Owner Officer (give title Other (specify

below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

SAN DIEGO, CA 92121

1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following (Instr. 4)

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

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)

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	Derivative Security				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)	\$ 0.8985	11/02/2018	D			20,000	<u>(1)</u>	05/10/2027	Common Stock	20,000
Stock Option (right to buy)	\$ 1.36	11/02/2018	D			20,000	<u>(1)</u>	05/23/2028	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
, G	Director	10% Owner	Officer	Other			
TWOMEY CHRISTOPHER J 4767 NEXUS CENTER DRIVE SAN DIEGO, CA 92121	X						

Signatures

/s/ Catherine C. Lee, Attorney-in-Fact

**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).

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated September 16, 2018, among the Issuer, Firmenich Incorporated, a Delaware corporation ("Parent"), and Sentry Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent ("Purchaser"), the Purchaser merged with and into the Issuer, with the Issuer surviving as a wholly-owned subsidiary of Parent (the "Merger"). The option was cancelled in connection with the Merger in exchange for a cash payment equal to \$1.50 per share (without interest) minus the per share exercise price of the option. In connection with the Merger, vesting of the option was accelerated and the option became fully vested and exercisable effective immediately prior to the effective time of the Merger.

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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