## Edgar Filing: Humphrey David Carl - Form 4

Humphrey D	avid Carl											
Form 4												
November 02	2, 2018											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287			
Check thi if no long subject to Section 14 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	6. Filed pr Section 1	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								Expires:     January 31       Expires:     2005       Estimated average     burden hours per       response     0.5		
(Print or Type R	Responses)											
			Symbol	Issuer Name <b>and</b> Ticker or Trading Ibol					5. Relationship of Reporting Person(s) to Issuer			
SENC				OMYX INC [SNMX]					(Check all applicable)			
(Mon			(Month/D	Date of Earliest Transaction onth/Day/Year) 02/2018					Director 10% Owner X Officer (give title Other (specify below) below) V.P. & Chief Financial Officer			
				mendment, Date Original ⁄lonth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)			
SAN DIEGO	D, CA 92121								_X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Noi	n-D	erivative Se	curiti	es Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	med on Date, if Day/Year)	3. Transa Code (Instr. 3 Code	8)	4. Securitie r(A) or Disp (Instr. 3, 4 Amount	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	11/02/2018			U		432,810 (1)	D	φ 1.5 (2)	0	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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)	TransactionDerivative Code Securities		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 buy)	\$ 0.87	11/02/2018		D		56,000	(3)	06/14/2027	Common Stock	56,000
Stock Option (right to buy)	\$ 1.02	11/02/2018		D		21,000	(3)	03/14/2027	Common Stock	21,000
Stock Option (right to buy)	\$ 1.05	11/02/2018		D		90,800	(3)	03/14/2028	Common Stock	90,800

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Humphrey David Carl 4767 NEXUS CENTRE DRIVE SAN DIEGO, CA 92121			V.P. & Chief Financial Officer					
Signatures								

/s/ Catherine C. Lee, Attorney-in-Fact 11/02/2018

\*\*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) Includes 46,173 shares of Common Stock that were acquired by the Reporting Person on 8/31/18 pursuant to the Issuer's Employee Stock Purchase Plan.

Disposed of 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

(2) subsidiary of Parent ("Purchaser") in exchange for a cash consideration of \$1.50 per share, without interest, subject to any applicable withholding of taxes. Pursuant to the Merger Agreement, the Purchaser merged with and into the Issuer, with the Issuer surviving as a wholly owned subsidiary of Parent (the "Merger").

8 E S This option was cancelled in the Merger in exchange for a cash payment equal to \$1.50 per share (without interest) minus the per share

(3) 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.