

CONCERT PHARMACEUTICALS, INC.

Form 4

February 21, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Three Arch Management IV, L.L.C.

2. Issuer Name and Ticker or Trading Symbol

CONCERT PHARMACEUTICALS, INC. [CNCE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

02/19/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

3200 ALPINE ROAD,

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PORTOLA VALLEY, CA 94028

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/19/2014 | | C | | 5,735 | A | <u>(1)</u> 6,289 <u>(2)</u> | I | See footnote <u>(2)</u> |
| Common Stock | 02/19/2014 | | C | | 7,647 | A | <u>(1)</u> 13,936 <u>(2)</u> | I | See footnote <u>(2)</u> |
| Common Stock | 02/19/2014 | | C | | 1,529 | A | <u>(1)</u> 15,465 <u>(2)</u> | I | See footnote <u>(2)</u> |
| Common Stock | 02/19/2014 | | C | | 259,751 | A | <u>(1)</u> 284,860 <u>(3)</u> | I | See footnote |

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| | | | | | | | | |
|--------------|------------|---|---------|---|------------|--------------------|---|---------------------------------------|
| Common Stock | 02/19/2014 | C | 346,335 | A | <u>(1)</u> | 631,195 <u>(3)</u> | I | <u>(3)</u> See footnote <u>(3)</u> |
| Common Stock | 02/19/2014 | C | 69,267 | A | <u>(1)</u> | 700,462 <u>(3)</u> | I | <u>(3)</u> See footnote <u>(3)</u> |
| Common Stock | 02/19/2014 | P | 2,236 | A | \$ 14 | 17,701 <u>(2)</u> | I | <u>(2)</u> See footnote <u>(2)</u> |
| Common Stock | 02/19/2014 | P | 101,264 | A | \$ 14 | 801,726 <u>(3)</u> | I | <u>(3)</u> See footnote <u>(3)</u> |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 32,405 | <u>(1)</u> <u>(4)</u> | <u>(4)</u> | Common Stock | 5,735 |
| Series B Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 43,206 | <u>(1)</u> <u>(4)</u> | <u>(4)</u> | Common Stock | 7,647 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 02/19/2014 | | C | 8,641 | <u>(1)</u> <u>(4)</u> | <u>(4)</u> | Common Stock | 1,529 |
| Series A Convertible Preferred | <u>(1)</u> | 02/19/2014 | | C | 1,467,595 | <u>(1)</u> <u>(4)</u> | <u>(4)</u> | Common Stock | 259,750 |

Stock

Series B

Convertible
Preferred
Stock(1)

02/19/2014

C

1,956,794

(1)(4)Common
Stock

346,33

Series C

Convertible
Preferred
Stock(1)

02/19/2014

C

391,359

(1)(4)Common
Stock

69,26

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Three Arch Management IV, L.L.C. 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | X | X | | |
| JAEGER WILFRED E C/O THREE ARCH PARTNERS 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | X | X | | |
| THREE ARCH ASSOCIATES IV LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |
| THREE ARCH PARTNERS IV LP 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |
| WAN MARK A C/O THREE ARCH PARTNERS 3200 ALPINE ROAD PORTOLA VALLEY, CA 94028 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C. | 02/21/2014 |
| __Signature of Reporting Person | Date |
| /s/ Wilfred Jaeger | 02/21/2014 |
| __Signature of Reporting Person | Date |
| /s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C., general partner of Three Arch Associates IV, L.P. | 02/21/2014 |
| __Signature of Reporting Person | Date |
| /s/ Wilfred Jaeger, as Managing Member of Three Arch Management IV, L.L.C., general partner of Three Arch Partners IV, L.P. | 02/21/2014 |
| __Signature of Reporting Person | Date |

/s/ Mark Wan

02/21/2014

__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) The Series A, Series B and Series C Convertible Preferred Stock converted into Common Stock on a 1-for-5.65 basis upon the closing of the issuer's initial public offering without payment of consideration.

These shares are owned directly by Three Arch Associates IV, L.P. ("TAA IV"). Three Arch Management IV, L.L.C. ("TAM IV") is the general partner of TAA IV, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM IV, may be deemed to share voting and dispositive power over the shares held by TAA IV. Such persons and entities disclaim beneficial ownership of the shares held by TAA IV except to the extent of any pecuniary interest therein.
- (2) These shares are owned directly by Three Arch Partners IV, L.P. ("TAP IV"). Three Arch Management IV, L.L.C. ("TAM IV") is the general partner of TAP IV, and Wilfred Jaeger and Mark Wan, the Managing Members of TAM IV, may be deemed to share voting and dispositive power over the shares held by TAP IV. Such persons and entities disclaim beneficial ownership of the shares held by TAP IV except to the extent of any pecuniary interest therein.
- (3) Not applicable.
- (4) Not applicable.

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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