

ALDRICH RICHARD

Form 4

January 18, 2018

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 *
ALDRICH RICHARD

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2018

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

LEXINGTON, MA 02421

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/16/2018		M		5,309	A	\$ 4.41	292,284	D	
Common Stock	01/16/2018		M		5,309	A	\$ 3.79	297,593	D	
Common Stock	01/16/2018		M		5,309	A	\$ 3.5	302,902	D	
Common Stock	01/16/2018		M		5,309	A	\$ 2.88	308,211	D	
	01/16/2018		S ⁽¹⁾		21,236	D		286,975	D	

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Common Stock					\$ 19.08 (2)				
Common Stock	01/16/2018		S(1)	5,000	D	\$ 19.27 (3)	56,946	I	See Footnote (4)
Common Stock	01/16/2018		S(1)	5,000	D	\$ 19.26 (5)	77,405	I	See Footnote (6)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 4.41	01/16/2018		M ⁽⁷⁾		5,309		⁽⁸⁾	12/10/2019	Common Stock	5,309
Non-Qualified Stock Option (Right to Buy)	\$ 3.79	01/16/2018		M ⁽⁷⁾		5,309		⁽⁸⁾	12/03/2020	Common Stock	5,309
Non-Qualified Stock Option (Right to Buy)	\$ 3.5	01/16/2018		M ⁽⁷⁾		5,309		⁽⁸⁾	11/01/2021	Common Stock	5,309
Non-Qualified Stock Option (Right to Buy)	\$ 2.88	01/16/2018		M ⁽⁷⁾		5,309		⁽⁸⁾	11/12/2022	Common Stock	5,309

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALDRICH RICHARD C/O CONCERT PHARMACEUTICALS, INC. 99 HAYDEN AVENUE, SUITE 500 LEXINGTON, MA 02421	X			

Signatures

/s/ Nancy Stuart as attorney-in-fact of Richard Aldrich

11/18/2018

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the holder on December 13, 2017.

The range of prices for the transaction reported on this line was \$18.91 to \$19.70. The average weighted price was \$19.08. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The range of prices for the transaction reported on this line was \$19.00 to \$19.42. The average weighted price was \$19.27. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) Shares held by Little Bear Associates, Inc., formerly known as RA Capital Associates, Inc. Mr. Aldrich is the sole stockholder of Little Bear Associates, Inc.

(5) The range of prices for the transaction reported on this line was \$19.00 to \$19.42. The average weighted price was \$19.26. The reporting person will provide, upon request by the SEC, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) Shares held by Little Eagles, LLC. The owners of Little Eagles, LLC are Richard H. Aldrich Irrevocable Trust of 2011 and trusts established for the benefit of Mr. Aldrich's minor children. The trustees of Richard H. Aldrich Irrevocable Trust of 2011 are Mr. Aldrich's spouse, Nichole A. Aldrich, and Mr. Aldrich's brother, Caleb F. Aldrich. The beneficiaries of Richard H. Aldrich Irrevocable Trust of 2011 are Mr. Aldrich's minor children. Mr. Aldrich disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.

(7) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2017.

(8) This option is fully vested.

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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