

Seres Therapeutics, Inc.
Form 4
June 29, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nestle Health Science US Holdings,
Inc.

(Last) (First) (Middle)

C/O NESTLE USA, INC., 383
MAIN AVE., 5TH FLOOR

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Seres Therapeutics, Inc. [MCRB]

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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, \$0.001 par value	06/26/2015		C		3,611,111	A (3)	5,555,555
						I	See Footnote (1)

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
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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)**

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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. 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 D Convertible Preferred Stock	(2)	06/26/2015		C	3,611,111	(2) (2)	Common Stock 3,611,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nestle Health Science US Holdings, Inc. C/O NESTLE USA, INC. 383 MAIN AVE., 5TH FLOOR NORWALK, CT 06851		X		
NESTLE SA AVE NESTLE 55, CH-1800 VEVEY, V8		X		
NIMCO US, Inc. 383 MAIN AVE., 5TH FLOOR NORWALK, CT 06851		X		

Signatures

NESTLE HEALTH SCIENCE US HOLDINGS, INC., By: /s/ James Pepin, Name: James Pepin, Title: President	06/26/2015
__Signature of Reporting Person	Date
NIMCO US, INC., By: /s/ Yun Au, Name: Yun Au, Title: Chief Legal Officer	06/26/2015
__Signature of Reporting Person	Date
NESTLE S.A., By: /s/ David P. Frick, Name: David P. Frick, Title: Secretary to the Board of Directors	06/26/2015
__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).
- (1) Held by Nestle Health Science US Holdings, Inc. Nestle Health Science US Holdings, Inc. is a wholly owned, indirect subsidiary of NIMCO US, Inc., which is a wholly owned subsidiary of Nestle S.A., a publically traded company. Each of these entities may be deemed to share voting and investment power with respect to all shares held by Nestle Health Science US Holdings, Inc. Each of the filing entities disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.

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- (2) The Series D Preferred Stock converted into Common Stock on a 1-for-1 basis upon the listing of the issuer's shares on The NASDAQ Global Select Market. The Series D Preferred Stock had no expiration date.
- (3) 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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