

Conatus Pharmaceuticals Inc  
Form 4  
August 01, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MPM BioVentures IV QP LP

2. Issuer Name and Ticker or Trading Symbol  
Conatus Pharmaceuticals Inc  
[CNAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2013

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

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(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

BOSTON, MA 02116

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 07/30/2013                           |  | C                              | (A)<br>1,010,099<br>(1)   | 2 1,010,099   | I  | See Footnote (1)                                      |
| Common Stock                    | 07/30/2013                           |  | J(3)                           | (4)<br>16,716   | A \$ 11 1,026,815   | I  | See Footnote (5)                                      |
| Common Stock                    | 07/30/2013                           |  | P                              | (6)<br>165,265  | A \$ 11 1,192,080   | I  | See Footnote (7)                                      |

Edgar Filing: Conatus Pharmaceuticals Inc - Form 4

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.**

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 Underlying (Instr. 3 and 4) |                          |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title                    |
| Series B Convertible Preferred Stock                        | <u>(2)</u>   | 07/30/2013                           |  | C                              | 8,333,334   | <u>(8)</u>   | <u>(9)</u>                               | Common Stock             |
| Warrant to Purchase Series B Preferred Stock (Right to Buy) | \$ 0.9   | 07/30/2013                           |  | C <sup>(11)</sup>              | 265,837   | 05/30/2013   | 05/30/2018                               | Series B Preferred Stock |
| Warrant to Purchase Common Stock (Right to Buy)             | \$ 7.43  | 07/30/2013                           |  | C <sup>(11)</sup>              | 32,220  | <u>(8)</u>   | 05/30/2018                               | Common Stock             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MPM BioVentures IV QP LP<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116  |               |           | X       |       |
| MPM BioVentures IV GP LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116 |               |           | X       |       |

|   |   |
|---|---|
| MPM BioVentures IV LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116                        | X |
| MPM Asset Management Investors BV4 LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116        | X |
| MPM BioVentures IV GmbH & Co. Beteiligungs KG<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116 | X |
| MPM BIOVENTURES V GP LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116                      | X |
| MPM BIOVENTURES V LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116                         | X |
| MPM BIOVENTURES V, L.P.<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116                       | X |
| MPM ASSET MANAGEMENT INVESTORS BV5 LLC<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON STREET, 54TH FLOOR<br>BOSTON, MA 02116        | X |

## Signatures

|  |            |
|--|------------|
| By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC, the general partner of MPM BioVentures IV-QP, L.P. /s/ Luke Evnin | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC /s/ Luke Evnin   | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures IV LLC /s/ Luke Evnin   | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures IV LLC, the manager of MPM Asset Management Investors BV4 LLC /s/ Luke Evnin  | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures IV LLC, the managing member of MPM BioVentures IV GP LLC, the managing limited partner of MPM BioVentures IV GmbH &         | 08/01/2013 |

Co. /s/ Luke Evnin

| __Signature of Reporting Person  | Date       |
|--|------------|
| By Luke Evnin, member of MPM BioVentures V LLC, the managing member of MPM BioVentures V GP LLC /s/ Luke Evnin   | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures V LLC /s/ Luke Evnin  | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures V LLC, the managing member of MPM BioVentures V GP LLC, the General Partner of MPM BioVentures V, L.P. /s/ Luke Evnin | 08/01/2013 |
| __Signature of Reporting Person  | Date       |
| By Luke Evnin, member of MPM BioVentures V LLC, the manager of MPM Asset Management Investors BV5 LLC /s/ Luke Evnin   | 08/01/2013 |
| __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 shares are held as follows: 473,353 by MPM BioVentures IV-QP, L.P. ("BV IV QP"), 18,236 by MPM BioVentures IV GmbH & Co. Beteiligungs KG ("BV IV KG"), 13,460 by MPM Asset Management Investors BV4 LLC ("AM BV4"), 486,164 by MPM BioVentures V, L.P. ("BV V") and 18,886 by MPM Asset Management Investors BV5 LLC ("AM BV5"). MPM BioVentures IV GP LLC and MPM BioVentures IV LLC ("BV LLC") are the direct and indirect general partners of BV IV QP and BV IV KG and BV LLC is the manager of AM BV4. MPM BioVentures V GP LLC and MPM BioVentures V LLC ("BV V LLC") are the direct and indirect general partners of BV V and BV V LLC is the manager of AM BV5. Ansbert Gadicke, Luke Evnin, Vaughn M. Kailian, James Paul Scopa, Todd Foley and John Vander Vort are the members of BV LLC and BV V LLC. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
  - (2) Each share of Series B Preferred Stock automatically converted into 0.121212 of a share of Common Stock without payment of further consideration upon the closing of the Issuer's initial public offering ("IPO"). The shares had no expiration date.
  - (3) Represent the conversion of outstanding promissory notes in the principal amount of \$182,056.00, plus interest accrued at 6% per annum, which became convertible at \$11.00 per share, and simultaneously automatically converted into shares of the Issuer's Common Stock, upon the closing of the IPO. The principal amount of the notes were held as follows: \$85,315.15 by BV IV QP, \$3,286.84 by BV IV KG, \$2,426.01 by AM BV4, \$87,623.98 by BV V and \$3,404.02 by AM BV5 and the principal and interest converted into the following shares of Common Stock: 7,833 by BV IV QP, 302 by BV IV KG, 223 by AM BV4, 8,045 by BV V and 313 by AM BV5.
  - (4) The shares were acquired as follows: 7,833 by BV IV QP, 302 by BV IV KG, 223 by AM BV4, 8,045 by BV V and 313 by AM BV5.
  - (5) The shares are held as follows: 481,186 by BV IV QP, 18,538 by BV IV KG, 13,683 by AM BV4, 494,209 by BV V and 19,199 by AM BV5. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
  - (6) The shares were purchased as follows: 77,447 by BV IV QP, 2,983 by BV IV KG, 2,202 by AM BV4, 79,543 by BV V and 3,090 by AM BV5.
  - (7) The shares are held as follows: 558,633 by BV IV QP, 21,521 by BV IV KG, 15,885 by AM BV4, 573,752 by BV V and 22,289 by AM BV5. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.
  - (8) Immediately.
  - (9) Not applicable.
  - (10) The shares of Series B Preferred Stock were held as follows: 3,905,170 by BV IV QP, 150,450 by BV IV KG, 111,047 by AM BV4, 4,010,853 by BV V and 155,814 by AM BV5.
  - (11) Represents the automatic conversion of warrants to purchase Series B Preferred Stock into warrants to purchase Common Stock on a 1-for-8.25 basis upon the closing of the IPO.

## Edgar Filing: Conatus Pharmaceuticals Inc - Form 4

(12) The warrants were held as follows: 124,577 by BV IV QP, 4,799 by BV IV KG, 3,542 by AM BV4, 127,948 by BV V and 4,971 by AM BV5.

The warrants are held as follows: 15,100 by BV IV QP, 581 by BV IV KG, 429 by AM BV4, 15,508 by BV V and 602 by AM BV5.

(13) Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

### **Remarks:**

See Form 4 for Luke Evin for additional members of this joint filing.

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.