

Conatus Pharmaceuticals Inc
Form 4
August 01, 2013

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 *
COOPERATIVE GILDE
HEALTHCARE II U.A.

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)
NEWTONLAN 91, P.O. BOX 85067
(Street)

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

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

UTRECHT, P7 3508 AB

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 | 07/30/2013 | | C ⁽¹⁾ | | 1,258,730 | A | 1,258,730 |
| Common Stock | 07/30/2013 | | X ⁽²⁾ | | 46,675 | A | 1,305,405 |
| Common Stock | 07/30/2013 | | S ⁽²⁾ | | 352 | D | \$ 11 1,305,053 |
| Common Stock | 07/30/2013 | | J ⁽³⁾ | | 16,742 | A | \$ 11 1,321,795 |
| Common Stock | 07/30/2013 | | P | | 165,525 | A | \$ 11 1,487,320 |

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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 or Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 07/30/2013 | | <u>C(1)</u> | 6,666,668 | <u>(1)</u> | <u>(1)</u> | Common Stock | 808,080 |
| Series B Preferred Stock | <u>(1)</u> | 07/30/2013 | | <u>C(1)</u> | 3,717,861 | <u>(1)</u> | <u>(1)</u> | Common Stock | 450,649 |
| Warrants to Purchase Shares of Series A Preferred Stock | <u>(2)</u> | 07/30/2013 | | <u>X(2)</u> | 385,070 | <u>(2)</u> | <u>(2)</u> | Common Stock | 46,675 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COOPERATIVE GILDE HEALTHCARE II U.A.
NEWTONLAN 91
P.O. BOX 85067
UTRECHT, P7 3508 AB

X

Signatures

/s/ Charles J. Cashion, Attorney-in-Fact for Cooperative Gilde Healthcare II U.A.

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 outstanding shares of Preferred Stock of the Issuer automatically converted into the shares of Common Stock of the Issuer at the closing of the Issuer's initial public offering (the "IPO") at a conversion ratio of 1 share of Common Stock for every 8.25 shares of Preferred Stock, rounded down to the nearest whole number, for no additional consideration.

(2) Upon the conversion of all outstanding shares of Preferred Stock of the Issuer in connection with the closing of the IPO, the warrants to purchase shares of Series A Preferred Stock were converted to warrants to purchase Common Stock with an exercise price of \$0.0825 per share, at a ratio of 1 share of Common Stock for every 8.25 shares of Preferred Stock, rounded down to the nearest whole number, and were then net exercised based on the IPO price of \$11.00 per share.

(3) The common stock was acquired upon conversion of a convertible promissory note exempt from the definition of a derivative security because the conversion price did not become fixed until automatic conversion at the time of the closing of the IPO.

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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