

Conatus Pharmaceuticals Inc
 Form 4
 February 25, 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 *
 Aberdare GP III, L.L.C.

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)
 ONE EMBARCADERO
 CENTER, SUITE 4000
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2014

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

SAN FRANCISCO, CA 94111

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	02/19/2014		J ⁽¹⁾		1,283,589	D	\$ 0 943,355	I	By Aberdare Ventures III, L.P. ⁽¹⁾ ⁽³⁾
Common Stock	02/19/2014		J ⁽²⁾		30,216	D	\$ 0 22,203	I	By Aberdare Partners III, L.P. ⁽²⁾ ⁽³⁾
	02/19/2014		J ⁽⁴⁾		36,634	A	\$ 0 36,634	I	

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Common Stock									By Aberdare GP III, L.L.C. <u>(3)</u>
Common Stock	02/19/2014		J ⁽⁵⁾	36,634	D	\$ 0 0		I	By Aberdare GP III, L.L.C. <u>(3)</u>

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aberdare GP III, L.L.C. ONE EMBARCADERO CENTER SUITE 4000 SAN FRANCISCO, CA 94111				Former 10% Owner
Aberdare Ventures III LP ONE EMBARCADERO CENTER SUITE 4000 SAN FRANCISCO, CA 94111				Former 10% Owner
Aberdare Partners III LP ONE EMBARCADERO CENTER				Former 10% Owner

SUITE 4000
SAN FRANCISCO, CA 94111

Signatures

/s/ Paul H. Klingenstein, Manager of Aberdare GP III, L.L.C.	02/25/2014
__Signature of Reporting Person	Date
/s/ Paul H. Klingenstein, Manager of Aberdare GP III, L.L.C., which serves as the sole General Partner to Aberdare Ventures III, L.P.	02/25/2014
__Signature of Reporting Person	Date
/s/ Paul H. Klingenstein, Manager of Aberdare GP III, L.L.C., which serves as the sole General Partner to Aberdare Partners III, L.P.	02/25/2014
__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Aberdare Ventures III, L.P. ("Aberdare Ventures III") without consideration to its limited partners and its general partner, Aberdare GP III, L.L.C. ("Aberdare GP III").
- (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Aberdare Partners III, L.P. ("Aberdare Partners III") without consideration to its limited partners and its general partner, Aberdare GP III.

Aberdare GP III, L.L.C. ("Aberdare GP III") serves as the sole General Partner of Aberdare Ventures III, L.P. ("Aberdare Ventures III") and Aberdare Partners III, L.P. ("Aberdare Partners III"). As such, Aberdare GP III possesses sole voting and investment control over the securities owned by Aberdare Ventures III and Aberdare Partners III, and may be deemed to have indirect beneficial ownership of the securities held by Aberdare Ventures III and Aberdare Partners III. Aberdare GP III, however, owns no securities of the Issuer directly and disclaims beneficial ownership of the shares held by Aberdare Ventures III and Aberdare Partners III except to the extent of its proportionate pecuniary interest therein. Klingenstein is a director of the Issuer and, accordingly, files separate Section 16 reports.
- (3) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by Aberdare Ventures III and Aberdare Partners III described in footnotes 1 and 2.
- (5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Aberdare GP III without consideration to its members.

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.