

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 *
KLINGENSTEIN PAUL H

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)
02/19/2014

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

ONE EMBARCADERO CENTER, SUITE 4000

(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

SAN FRANCISCO, CA 94111

(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)
Common Stock	02/19/2014		J ⁽⁴⁾		36,634	A	\$ 0	36,634	I	By Aberdare GP III, L.L.C. (3)
Common Stock	02/19/2014		J ⁽⁵⁾		36,634	D	\$ 0	0	I	By Aberdare GP III, L.L.C. (3)

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Common Stock 02/19/2014 J(6) 20,322 A \$ 0 20,322 D

Common Stock 02/19/2014 J(7) 8,731 A \$ 0 8,731 I

By
Klingenstein-Bole
2003 Irrevocable
Children's Trust

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
						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
KLINGENSTEIN PAUL H ONE EMBARCADERO CENTER SUITE 4000 SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Paul H.
Klingenstein 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.

The Reporting Person is a Managing Director of Aberdare GP III, L.L.C. ("Aberdare GP III") which serves as the sole General Partner of Aberdare Ventures III and Aberdare Partners III. As such, the Reporting Person shares voting and investment control over the securities owned by Aberdare Ventures III and Aberdare Partners III, and may be deemed to own beneficially the securities held by Aberdare Ventures III and Aberdare Partners III. The Reporting Person disclaims beneficial ownership of the shares held by Aberdare Ventures III and Aberdare Partners III except to the extent of his proportionate pecuniary interest therein.

- (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.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Aberdare GP III without consideration to its members.
- (5) 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 GP III described in footnote 5.

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 GP III described in footnote 5. The shares are held by the Klingenstein-Bole 2003 Irrevocable Children's Trust (the "Trust"). The Reporting Person is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Trust except to the extent of his proportionate pecuniary interest therein.

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.