

REVA Medical, Inc.
Form 3
December 04, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | REVA Medical, Inc. [RVA:AX] | |
| (Last) | (First) | (Middle) | 11/14-05:00/2014 | | |
| 200 WEST STREET,Â | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10282 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) | (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Title | Amount or Number of Shares | | |

(Instr. 5)

| | | | | | | | |
|------------------------------|-------|------------------|--|-----|--------|---|-------------------------------|
| 7.54% Convertible Notes | Â (3) | 11/14-05:00/2019 | Common Stock, par value \$0.0001 per share | (3) | \$ (3) | I | See footnotes (1) (2) (3) (5) |
| Stock Options (right to buy) | Â (4) | 11/14-05:00/2019 | Common Stock, par value \$0.0001 per share | (4) | \$ (4) | I | See footnotes (1) (2) (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | Â | Â | Â | Â |
| GOLDMAN SACHS INTERNATIONAL PETERBOROUGH COURT 133 FLEET STREET LONDON EC4A 2BB | Â | Â | Â | Â |

Signatures

/s/ Yvette Kusic,
Attorney-in-fact
12/04-05:00/2014
Date

**Signature of Reporting Person

/s/ Yvette Kusic,
Attorney-in-fact
12/04-05:00/2014
Date

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman Sachs International ("GSI" and, together with GS Group, the "Reporting Persons"). GSI is a wholly-owned subsidiary of GS Group. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein, if any.

(1) On November 14, 2014, Reva Medical, Inc. (the "Company") issued 125 convertible notes with a face value of \$100,000 each (the "Convertible Notes") and 4,375,000 options (the "Options") to purchase 4,375,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") to GSI.

(2) The Convertible Notes are convertible at any time into shares of Common Stock. The conversion price for the Convertible Notes will initially be A\$2.50 per share, subject to adjustment as further described in the Prospectus for Offering of Convertible Notes and Options, dated October 24, 2014 (the "Prospectus"). The number of shares of Common Stock to be issued upon conversion of the Convertible Notes is determined by dividing the face value of the Convertible Note converted (translated from US dollars into Australian dollars at the exchange rate fixed on the subscription date for the Convertible Note) by the conversion price in effect on the conversion date.

(4)

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The Options may be exercised at any time after issue until they expire. Each Option confers the right to subscribe for one share of the Company's Common Stock upon payment of the applicable exercise price. The exercise price will be A\$2.50 or A\$3.00 per Option, contingent upon whether certain events described in the Prospectus have occurred at the time of the Option exercise.

- GS Group may be deemed to beneficially own indirectly, \$12,500,000 aggregate principal value of the Convertible Notes, by reason of
- (5) GSI's direct beneficial ownership of the Convertible Notes. GS Group may be deemed to beneficially own indirectly 4,375,000 shares of Common Stock by reason of GSI's direct beneficial ownership of the Options.

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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