

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 *
EVNIN LUKE

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

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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 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 ⁽¹¹⁾	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 ⁽¹¹⁾	32,220	<u>(8)</u>	05/30/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
Foley Todd C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		

GADICKE ANSBERT
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116 X

KAILIAN VAUGHN M
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116 X

Vander Vort John
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116 X

Signatures

/s/ Luke Evin
 08/01/2013

__Signature of
 Reporting Person Date

/s/ Todd Foley
 08/01/2013

__Signature of
 Reporting Person Date

/s/ Ansbert
 Gadicke
 08/01/2013

__Signature of
 Reporting Person Date

/s/ Vaughn
 Kailian
 08/01/2013

__Signature of
 Reporting Person Date

/s/ John Vander
 Vort
 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 Evin, 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

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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.
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.
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.
- (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 MPM BioVentures IV-QP, L.P. 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.

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